

Exhibit G

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Counsel to the Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

Grupo Posadas S.A.B. de C.V., *et al.*,¹

Debtors.

Chapter 11

Case No.: 21-11831 (SHL)

Jointly Administered

**SUMMARY OF FIRST AND FINAL APPLICATION OF
CLEARY GOTTlieb STEEN & HAMILTON LLP, AS COUNSEL TO THE
REORGANIZED DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT
OF ACTUAL AND NECESSARY EXPENSES INCURRED
FOR THE PERIOD FROM OCTOBER 26, 2021 THROUGH DECEMBER 15, 2021**

Name of Applicant	Cleary Gottlieb Steen & Hamilton LLP
Authorized to provide professional services to	Debtors
Compensation Period	October 26, 2021 through December 15, 2021
Total compensation sought during the Compensation Period	\$790,280.50
Total expenses sought during the Compensation Period	\$11,250.41
Petition date	October 26, 2021
Retention date	November 17, 2021, <i>nunc pro tunc</i> to October 26, 2021
Date of Retention Order	November 17, 2021
Total compensation approved by interim orders to date	N/A

¹ The Debtors, together with each of the Debtor's tax identification number, as applicable, are: Grupo Posadas S.A.B. de C.V. (GPO920120440), and Operadora del Golfo de Mexico, S.A. de C.V. (OGM8712127Z2). The location of the corporate headquarters and the service address for Grupo Posadas S.A.B. de C.V. is: Prolongación Paseo de la Reforma No. 1015 Torre A, Piso 9 Colonia Santa Fe, Alcaldía Cuajimalpa de Morelos, C.P. 05348, Mexico City, Mexico.

Total expenses approved by interim orders to date	N/A
Blended rate in this application for all timekeepers	\$860.68 ²
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	N/A
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	N/A
Number of professionals included in this application	22
If applicable, number of professionals in this application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought for this period	In the Application, Cleary Gottlieb is seeking an amount less than the amount budgeted. ³
Number of professionals billing fewer than 15 hours to the case during this period	14
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	No

Case Name: In re Grupo Posadas S.A.B. de C.V., *et al.*
Case Number: 21-11831 (SHL)
Applicant's Name: Cleary Gottlieb Steen & Hamilton LLP
Date of Application: January 31, 2022
Interim or Final: Final

² Cleary Gottlieb calculated the blended rate for timekeepers who billed to the Debtors by dividing the total dollar amount billed by such timekeepers during the Compensation Period by the total number of hours billed by such timekeepers during the Compensation Period.

³ Cleary Gottlieb prepared a budget for 60 days following the Petition Date, which was reviewed by the Debtors prior to the Petition Date. That budget estimated fees and expenses in the amount of \$2,000,000. Cleary Gottlieb is seeking approval for a significantly lower amount than budgeted for and reviewed by the Debtors.

CUMULATIVE COMPENSATION SUMMARY BY INDIVIDUAL

In re Grupo Posadas S.A.B. de C.V., et al., Case No. 21-11831 (SHL)

October 26, 2021 through December 15, 2021

Name of Person	Position of Person	Year Admitted	Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Brenneman, A.	Partner	2008	Capital Markets	\$1,450.00	1.10	\$1,595.00
Cooper, R.	Partner	1987	Bankruptcy & Restructuring	\$1,650.00	1.00	\$1,650.00
Juantorena, J.	Partner	1994	Capital Markets	\$1,620.00	5.60	\$9,072.00
VanLare, J.	Partner	2008	Bankruptcy & Restructuring	\$1,440.00	85.70	\$123,408.00
Wallance, C.	Senior Attorney	2011	Capital Markets	\$1,095.00	85.30	\$93,403.50
Acevedo Vazquez, B.	Associate	2020	Capital Markets	\$805.00	0.20	\$161.00
Kim, H.	Associate	2019	Bankruptcy & Restructuring	\$890.00	270.20	\$240,478.00
Repond, J.	Associate	2017	Capital Markets	\$1,005.00	35.10	\$35,275.50
Roh, T.	Associate	2021	Capital Markets	\$705.00	0.20	\$141.00
Weinberg, M.	Associate	2019	Bankruptcy & Restructuring	\$890.00	139.10	\$123,799.00
Bremer, S.	Associate not Admitted	N/A	Bankruptcy & Restructuring	\$595.00	91.30	\$54,323.50
Ross, S	Associate not Admitted	N/A	Bankruptcy & Restructuring	\$595.00	133.40	\$79,373.00
Cardoza Vidal, C.	International Lawyer	N/A	Capital Markets	\$595.00	15.90	\$9,460.50
Adubofour, A.	Paralegal	N/A	Litigation/Arbitration	\$325.00	7.10	\$2,307.50
Cruz Echeverria, O.	Paralegal	N/A	Litigation/Arbitration	\$325.00	12.50	\$4,062.50
Boiko, P.	Non-Legal	N/A	N/A	\$250.00	4.90	\$1,225.00
Cheung, S.	Non-Legal	N/A	N/A	\$250.00	2.10	\$525.00
Cyr, B.	Managing Attorney	2006	N/A	\$1,005.00	5.20	\$5,226.00
Ferro, J.	Non-Legal	N/A	N/A	\$215.00	9.80	\$2,107.00
Jaweed, A.	Non-Legal	N/A	N/A	\$215.00	4.60	\$989.00
Libberton, S.D.	Non-Legal	N/A	N/A	\$215.00	4.70	\$1,010.50
Phipps, K.	Non-Legal	N/A	N/A	\$215.00	3.20	\$688.00
Total					918.20	\$790,280.50

**CUMULATIVE COMPENSATION BY PROJECT
CATEGORY FOR APPLICATION PERIOD**

In re Grupo Posadas S.A.B. de C.V., et al., Case No. 21-11831 (SHL)

October 26, 2021 through December 15, 2021

Matter Number	Project Category Description	Hours Billed	Total Compensation Billed
006	Case Administration	282.80	\$228,637.50
008	Cash Management	10.50	\$9,515.50
010	Employee Matters	5.00	\$4,666.00
013	Plan of Reorganization and Disclosure Statement	271.00	\$235,823.50
016	Indenture and Collateral for New Notes	144.40	\$150,116.50
018	Fee and Employment Application (Retention Applications)	147.40	\$120,581.50
019	Litigation	57.10	\$40,940.00
Total		918.20	\$790,280.50

CUMULATIVE EXPENSE SUMMARY FOR APPLICATION PERIOD

In re Grupo Posadas S.A.B. de C.V., et al., Case No. 21-11831 (SHL)

October 26, 2021 through December 15, 2021

Expense Category	Total Expenses
Copies (at \$0.10/page)	\$391.70
Lexis – Online Research	\$3,529.73
Westlaw – Online Research	\$2,842.13
Delivery Services/Couriers	\$240.20
Filing Fees	\$3,476.00
Late Work Meals	\$100.00
Late Work Transportation	\$0.00
Litigation Support Vendors	\$25.00
Transcripts	\$645.65
Total	\$11,250.41

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**UNITED STATES BANKRUPTCY COURT
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In re:

Grupo Posadas S.A.B. de C.V., *et al.*,¹

Debtors.

Chapter 11

Case No.: 21-11831 (SHL)

Jointly Administered

**FIRST AND FINAL APPLICATION OF CLEARY GOTTlieb STEEN &
HAMILTON LLP, AS COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FOR THE PERIOD FROM OCTOBER 26, 2021 THROUGH DECEMBER 15, 2021**

Cleary Gottlieb Steen & Hamilton LLP (“Cleary Gottlieb” or the “Firm”), counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”, or as reorganized pursuant to the Plan (defined herein), the “Reorganized Debtors”), submits this first and final application (the “Application”) for entry of an order allowing compensation for professional services rendered by Cleary Gottlieb to the Debtors for the period October 26, 2021 through December 15, 2021 (the “Compensation Period”) in the amount of \$790,280.50 and reimbursement of actual and necessary expenses incurred by Cleary Gottlieb during the

¹ The Debtors, together with each of the Debtor’s tax identification number, as applicable, are: Grupo Posadas S.A.B. de C.V. (GPO920120440), and Operadora del Golfo de Mexico, S.A. de C.V. (OGM8712127Z2). The location of the corporate headquarters and the service address for Grupo Posadas S.A.B. de C.V. is: Prolongación Paseo de la Reforma No. 1015 Torre A, Piso 9 Colonia Santa Fe, Alcaldía Cuajimalpa de Morelos, C.P. 05348, Mexico City, Mexico.

Compensation Period in the amount of \$11,250.41. In support of this Application, Cleary Gottlieb submits the declaration of Jane VanLare (the “VanLare Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Application, Cleary Gottlieb respectfully submits as follows.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the Southern District of New York, dated January 31, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *United States Bankruptcy Court for the Southern District of New York Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York* (the “Local Guidelines”) and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, issued by the Executive Office of the United States Trustee (the “U.S. Trustee Guidelines” and, together with the Local Guidelines, the “Guidelines”).

BACKGROUND

4. On October 26, 2021, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the date and time of such filing, the “Petition Date”), and on October 27, 2021, the Court entered an order authorizing the joint administration and procedural consolidation of the Debtors’ chapter 11 cases (the “Chapter 11 Cases”).² Throughout the pendency of these Chapter 11 Cases, the Debtors operated as debtors and debtors-in-possession under sections 1107(a) and 1108 of the Bankruptcy Code. No entity requested the appointment of a trustee, examiner or official committee of unsecured creditors, and none was appointed.

5. A description of the Debtors’ businesses and the reasons for commencing the Chapter 11 Cases are fully set forth in the *Declaration of Francisco Javier Barrera Segura in Support of First Day Motions and Applications in Compliance with Local Rule 1007-2* (the “First Day Declaration”) (ECF No. 5) and the *Disclosure Statement for the Joint Prepackaged Plan of Reorganization of Grupo Posadas S.A.B. de C.V. and Its Debtor Affiliate Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”) (ECF No. 3).

6. Due to the prepackaged nature of these Chapter 11 Cases, the Debtors did not seek entry of an interim compensation order. Thus, Cleary Gottlieb seeks approval in this Application of all fees and expenses incurred during the Compensation Period on a final basis.

PRELIMINARY STATEMENT³

7. Cleary Gottlieb’s representation of the Debtors in connection with the restructuring effectuated through these Chapter 11 Cases began on or around May 1, 2020.⁴

² Order Directing Joint Administration of Related Chapter 11 Cases (“Joint Administration Order”) (ECF No. 30).

³ Capitalized terms used but not defined herein have the meanings ascribed to them in the First Day Declaration, Disclosure Statement or Plan, as applicable.

⁴ A copy of the engagement letter governing Cleary Gottlieb’s representation (the “Engagement Letter” is attached as Exhibit D to the Debtors’ Application for an Order Authorizing Employment and Retention of Cleary

8. In the months prior to the Petition Date, Cleary Gottlieb, on behalf of the Debtors, engaged in extensive, good faith negotiations with certain holders of the Existing Notes who hold \$131,258,000 in principal amount, or approximately 33.4% of the outstanding Existing Notes (such holders, the “Ad Hoc Group”), which culminated in the restructuring support agreement with respect to a consensual restructuring on the terms set forth in the *Debtors’ Joint Prepackaged Chapter 11 Plan*, dated November 30, 2021 (including all exhibits and supplements thereto, the “Plan”) (ECF No. 97) and as memorialized in the Restructuring Support Agreement, dated as of August 17, 2021 (the “RSA”), by and among each of the Debtors and the Ad Hoc Group. Subsequently, and prior to the Petition Date, additional holders of \$54,366,000 in principal amount, or approximately 13.8%, of the outstanding Existing Notes executed joinder agreements to the RSA (such holders, the “Joining Consenting Noteholders” and, together with the Ad Hoc Group, the “Consenting Noteholders”). In addition, on August 17, 2021, the Debtors executed a Letter Agreement (the “RLA”) with an additional group of holders of Existing Notes (the “Additional Noteholders”) pursuant to which the Additional Noteholders expressed their support for the restructuring transactions.

9. As detailed in the *Debtors’ Memorandum of Law in Support of Entry of an Order (A) Approving the Debtors’ Disclosure Statement and (B) Confirming the Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* (ECF No. 102), the Debtors commenced a prepetition solicitation of the Plan on September 22, 2021 (the “Solicitation Date”). As recounted in the *Declaration of Craig E. Johnson of Prime Clerk LLC Regarding Solicitation of Votes and Tabulation of Ballots Cast on the Debtors’ Joint Prepackaged Chapter 11 Plan* (ECF No. 9), 100%

Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date (“Retention Application”) (ECF No. 50).

in amount and 100% in number of the Holders of Class 3 Claims that cast ballots voted to accept the Plan.

10. During the Compensation Period, Cleary Gottlieb, together with the Debtors' other professionals, assisted the Debtors in filing the Chapter 11 Cases, managing their operations in chapter 11, coordinating with the United States Trustee for Region 2 (the "U.S. Trustee") and other parties in interest, and swiftly and effectively confirming and consummating the Debtors' Plan.

11. In just under two months, the Debtors successfully used the chapter 11 process to confirm and consummate their Plan. Among other things, the Plan (i) restructured the Debtors' capital structure by restructuring the Existing Notes, (ii) allowed the Debtors to continue operations in the ordinary course of business, (iii) provided the Debtors with adequate liquidity to better manage their operations and (iv) positioned the Debtors to continue as an efficient and competitive hospitality business.

12. The success of these Chapter 11 Cases, reflected by the substantial votes received in favor of the Plan, is directly attributable to the extensive efforts of the Debtors' management and advisor teams, including Cleary Gottlieb. Cleary Gottlieb respectfully submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services Cleary Gottlieb provided to the Debtors during the Compensation Period is reasonable and appropriate, commensurate with the scale, nature and complexity of these Chapter 11 Cases, and should be allowed on a final basis.

CASE STATUS SUMMARY

13. The Court approved the Disclosure Statement and confirmed the Plan by order dated December 9, 2021. The Plan was substantially consummated on December 15, 2021, at which time the Reorganized Debtors emerged from Chapter 11 as reorganized companies.

14. All required monthly operating reports have been filed with the Court.

15. Quarterly fees for the quarter ending December 31, 2021 will be paid to the U.S. Trustee on or before January 31, 2021.

THE DEBTORS' RETENTION OF CLEARY GOTTlieb

16. Prior to the Petition Date, Cleary Gottlieb discussed a budget (the "Budget") with the Debtors, which the Debtors approved, attached hereto as **Exhibit B**.

17. On November 1, 2021, the Debtors submitted the Retention Application, which included the *Declaration of Jane VanLare in Support of Debtors' Application for an Order Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* (the "Cleary Gottlieb Declaration"), attached as Exhibit A thereto.

18. On November 17, 2021, the Court entered the *Order Authorizing the Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* (the "Retention Order") (ECF No. 83), attached hereto as **Exhibit C** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse Cleary Gottlieb in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, and on the terms and conditions set forth in the Retention Application and the Cleary Gottlieb Declaration. As such, the Retention Order authorizes the Reorganized Debtors to compensate Cleary Gottlieb at rates charged for services of this type and to reimburse Cleary Gottlieb for Cleary Gottlieb's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of Cleary Gottlieb's engagement are detailed in the Engagement Letter.⁵

⁵ Cleary Gottlieb holds a retainer in the amount of \$500,000 for the engagement. See Retention Application ¶ 30.

19. The Retention Order authorizes Cleary Gottlieb to provide the following services, and to perform any and all legal services for the Debtors that are necessary or appropriate in connection with such services:

- a. providing advice to the Debtors with respect to their powers and duties as debtors-in-possession in the continued operation of their businesses and the management of their properties;
- b. taking all necessary actions to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
- c. preparing, on behalf of the Debtors, applications, motions, answers, orders, reports, memoranda of law and other papers in connections with the Chapter 11 Cases;
- d. representing the Debtors in negotiations with creditors, equity holders and parties in interest, including governmental agencies and authorities; and
- e. performing all other necessary or appropriate legal services in connection with the Chapter 11 Cases.

FEES AND EXPENSES INCURRED DURING THE COMPENSATION PERIOD

A. Customary Billing Procedures

20. Cleary Gottlieb's hourly rates are set at a level designed to compensate Cleary Gottlieb fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates charged by Cleary Gottlieb for this engagement are consistent with the rates Cleary Gottlieb charges for other comparable chapter 11 clients. The rates and rate structure reflect that such restructurings and other complex matters typically are national or international in scope, highly complex and involve time pressures. The rate structure provided by Cleary Gottlieb is appropriate and not significantly different from (a) the rates that Cleary Gottlieb charges in other non-bankruptcy representations or (b) the rates of other comparably skilled professionals for similar engagements, other than the inclusion of the discounts. For the convenience of the Court

and all parties in interest, attached hereto as **Exhibit D** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Reorganized Debtors during the Compensation Period.

B. Fees Incurred During the Compensation Period

21. In the ordinary course of Cleary Gottlieb's practice, Cleary Gottlieb maintains computerized records of the time expended to render professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit E** is a summary of fees incurred and hours expended during the Compensation Period, setting forth the following information:

- a. the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- b. each attorney's year of bar admission and area of practice concentration; the aggregate time expended and fees billed by each attorney and each paraprofessional during the Compensation Period;
- c. the current hourly billing rate for each attorney and paraprofessional; and
- d. a calculation of total compensation requested using the rates disclosed in the Retention Application.

C. Expenses Incurred During the Compensation Period

22. In the ordinary course of Cleary Gottlieb's practice, Cleary Gottlieb maintains a record of expenses incurred in the provision of the professional services required by the Debtors and their estates and for which reimbursement is sought. As required by the U.S. Trustee Guidelines, Cleary Gottlieb has reduced any meal costs to \$20 per meal per person, and no reduction was required on Cleary Gottlieb's reimbursable expenses for printing, as the printing services utilized by Cleary Gottlieb cost \$0.10 per page, the amount allowed by the U.S. Trustee Guidelines.

23. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary for the Compensation Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which Cleary Gottlieb is seeking reimbursement.

**SUMMARY OF LEGAL SERVICES
RENDERED DURING THE COMPENSATION PERIOD**

24. As discussed above, during the Compensation Period, Cleary Gottlieb provided extensive and important professional services to the Debtors in connection with these Chapter 11 Cases. These services were often performed under time constraints and were necessary to address a multitude of issues both unique to these Chapter 11 Cases and as typically faced by large corporate debtors in similar cases of this magnitude and complexity.

25. To provide a meaningful summary of Cleary Gottlieb’s services provided on behalf of the Debtors and their estates, Cleary Gottlieb established, in accordance with its internal billing procedures, certain subject matters (each, a “Matter Category”) for the work performed in these Chapter 11 Cases. The following is a summary of the fees and hours billed for each Matter Category in the Compensation Period.

Matter Number	Project Category Description	Hours Billed	Total Compensation Billed
006	Case Administration	282.80	\$228,637.50
008	Cash Management	10.50	\$9,515.50
010	Employee Matters	5.00	\$4,666.00
013	Plan of Reorganization and Disclosure Statement	271.00	\$235,823.50
016	Indenture and Collateral for New Notes	144.40	\$150,116.50
018	Fee and Employment Application (Retention Applications)	147.40	\$120,581.50
019	Litigation	57.10	\$40,940.00
Total		918.20	\$790,280.50

26. Additionally, below is a summary, by Matter Category, of the most significant professional services provided by Cleary Gottlieb during the Compensation Period.⁶ The descriptions demonstrate that Cleary Gottlieb worked steadily but efficiently for the Debtors on these Chapter 11 Cases to meet the needs of the Debtors' estates in these Chapter 11 Cases.

27. In addition, Cleary Gottlieb's computerized records of time expended providing professional services to the Debtors and their estates are attached hereto as **Exhibit G**, and Cleary Gottlieb's records of expenses incurred during the Compensation Period in the rendition of professional services to the Debtors and their estates are attached hereto as **Exhibit H**.

(a) Case Administration [Matter No. 006]

Total Fees: \$228,637.50
Total Hours: 282.80

28. This Matter Category includes time spent by Cleary Gottlieb attorneys and paraprofessionals on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Chapter 11 Cases. During the Compensation Period, Cleary Gottlieb attorneys and paraprofessionals performed a wide variety of tasks in connection with the general administration of these Chapter 11 Cases. Among other things, Cleary Gottlieb attorneys (i) participated in numerous meetings and telephone calls both internally and with the Debtors' other professionals, including its financial advisors, concerning these Chapter 11 Cases, (ii) coordinated with the Debtors' claims and noticing agent (Prime Clerk LLC or "**Prime Clerk**") with respect to service of pleadings, related documents and notices and (iii) prepared documents in anticipation of hearings.

⁶ While Cleary Gottlieb has used its best efforts to apply each diary description to the proper Matter Category, there are certain tasks that may be properly placed in multiple Matter Categories.

29. During the Compensation Period, paraprofessionals from Cleary Gottlieb (i) assisted attorneys with the preparation of papers for electronic filing and service, (ii) maintained case records and (iii) participated in meetings and telephone conferences with Cleary Gottlieb attorneys. Attorneys and paraprofessionals from Cleary Gottlieb's Managing Attorney's Office assisted the attorneys working on this matter by, among other things, filing pleadings, delivering documents to the Court and monitoring the docket.

30. Additionally, during the Compensation Period, Cleary Gottlieb appeared on behalf of the Debtors at the hearing on October 27, 2021 ("First Day Hearing"), at which more than 10 motions were heard, along with other hearings. Given the volume and complexity of the relief sought at each hearing, multiple Cleary Gottlieb attorneys attended each hearing.

(c) Cash Management [Matter No. 008]

Total Fees: \$9,515.50

Total Hours: 10.50

31. During the Compensation Period, Cleary Gottlieb prepared, drafted and advised the Debtors with respect to the proposed interim and final orders granting relief pursuant to the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Continue to Operate the Existing Cash Management System, Including Existing Bank Accounts, Honor Certain Prepetition Obligations Related Thereto, and Maintain Existing Business Forms; (II) Permitting Continued Intercompany Transactions and Granting Certain Administrative Claims; (III) Extending the Time to Comply with the Requirements of Section 345 of the Bankruptcy Code; and (IV) Granting Related Relief* (the "Cash Management Motion") (ECF No. 11).

(d) Employee Matters [Matter No. 010]

Total Fees: \$4,666.00

Total Hours: 5.00

32. During the Compensation Period, Cleary Gottlieb prepared, drafted and advised the Debtors regarding the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Certain Employee Wages and Other Compensation and Related Obligations and (B) Maintain and Continue Employee Benefits and Programs in the Ordinary Course, and (II) Authorizing and Directing Applicable Banks to Honor All Checks and Transfers Related to Such Obligations* (the "Employee Wages Motion") (ECF No. 12).

(e) **Plan of Reorganization and Disclosure Statement [Matter No. 013]**

Total Fees: \$235,823.50

Total Hours: 271.00

33. This Matter Category includes time spent by Cleary Gottlieb attorneys on matters related to the Plan and the Disclosure Statement, including their confirmation and approval, respectively. As the Chapter 11 Cases were prepackaged, Cleary Gottlieb attorneys focused their time and effort on drafting, negotiating and finalizing the Plan and the Disclosure Statement on behalf of the Debtors prior to the Petition Date. During the Compensation Period, Cleary Gottlieb spent a significant amount of time seeking expeditious approval of the Disclosure Statement and confirmation of the Plan and drafting and negotiating various documents related thereto. In addition, Cleary Gottlieb expended time and effort drafting the *Debtors' Memorandum of Law in Support of Entry of an Order (A) Approving the Debtors' Disclosure Statement and (B) Confirming the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization* (ECF No. 102) (the "Confirmation Brief") and documents related thereto.⁷ Such preparation involved drafting, research and revision, as well as a number of conference calls and other communications, during

⁷ Concurrently with the Confirmation Brief, the Debtors filed the *Declaration of Francisco Javier Barrera Segura in Support of Confirmation of the Debtors' Joint Prepackaged Chapter 11 Plan* (ECF No. 101) and the *Declaration of Martin Werner in Support of Confirmation of the Debtors' Joint Prepackaged Chapter 11 Plan* (ECF No. 103).

which the Confirmation Brief and related documents were discussed substantively. This Matter Category also includes time spent by Cleary Gottlieb attorneys preparing for the Confirmation Hearing, as well as the time spent at the Confirmation Hearing, and Cleary Gottlieb's post-confirmation efforts in connection with reaching the milestones necessary for the occurrence of the Effective Date as provided for by the Plan.

(f) Indenture [Matter No. 016]

Total Fees: \$150,116.50
Total Hours: 144.40

34. This Matter Category includes time spent by Cleary Gottlieb attorneys advising the Debtors regarding the preparation of the New Notes Documents for the issuance of the New Notes pursuant to the Plan. During the Compensation Period, Cleary Gottlieb advised the Debtors regarding the drafting and preparation of the New Notes Documents and coordinated with the Debtors' local counsel, the New Notes Trustee and the Debtors' creditors to effectuate the transactions contemplated in the Plan.

(j) Fee and Employment Application (Retention Applications) [Matter No. 018]

Total Fees: \$120,581.50
Total Hours: 147.40

35. This Matter Category includes time spent by Cleary Gottlieb attorneys assisting the Debtors in the retention of Cleary Gottlieb as the Debtors' counsel, as well as the retention of the Debtors' other professionals in these Chapter 11 Cases, and also includes time spent preparing this Application. In addition, Cleary Gottlieb assisted the Debtors in preparing and filing a motion to retain and compensate certain professionals in the ordinary course of their businesses (ECF No. 49), and such motion was granted by the Court in its *Order Authorizing the Debtors to Retain and Compensate Certain Professionals Utilized in the Ordinary Course of Business*, dated November

17, 2021 (ECF No. 82) (each professional retained pursuant to such order, an “OCP”). Cleary Gottlieb also advised and coordinated with the Debtors’ other advisors to file retention applications, including Prime Clerk (the order approving its retention at ECF No. 80), Creel, Garcia-Cuellar, Aiza y Enríquez, S.C. (“Creel”) (ECF No. 81), DD3 Capital Partners, S.A. de C.V. (“DD3”) (ECF No. 110) and Ritch, Mueller y Nicolau, S.C. (“Ritch Mueller”) (ECF No. 111). Cleary Gottlieb’s work in this Matter Category was particularly important, as many of the Debtors’ professionals, particularly the Reorganized Debtors’ OCPs, were located outside the United States and were unfamiliar with the chapter 11 process and the retention process.

(k) Litigation [Matter No. 019]

Total Fees: \$40,940.00
Total Hours: 57.10

36. This Matter Category includes work performed by Cleary Gottlieb attorneys in connection with litigating issues that arose during these Chapter 11 Cases, including those issues raised in the *Limited Objection of the United States Trustee to Debtors’ Motion to Assume the Restructuring Support Agreement with the Ad Hoc Group and to Pay the Fees and Expenses of the Ad Hoc Group* (ECF No. 57) and the *Objection to the Debtors’ Joint Prepackaged Chapter 11 Plan of Chubb Fianzas Monterray Aseguradora de Caucion, S.A., under the Corporate Name of Fianzas Monterrey, S.A. and Applicable Affiliates* (ECF No. 99).

**ACTUAL REASONABLE AND NECESSARY SERVICES PROVIDED AND EXPENSES
INCURRED BY CLEARY GOTTLIB**

A. Reasonable and Necessary Fees Incurred in Providing Services to Debtors

37. The foregoing professional services provided by Cleary Gottlieb on behalf of the Debtors during the Compensation Period were reasonable, necessary and appropriate to the

administration of these Chapter 11 Cases and related matters, as evidenced by the quick and successful completion of the Chapter 11 Cases.

38. Many of the services performed by partners and associates of Cleary Gottlieb were provided by Cleary Gottlieb's restructuring group. Cleary Gottlieb has a prominent practice in this area and has a national and international reputation for its expertise in financial reorganizations and restructurings. The attorneys at Cleary Gottlieb have a tremendous amount of experience representing debtors and creditors, or acting in some other capacity in large chapter 11 cases, as set forth more fully in the Cleary Gottlieb Declaration.

39. In addition, due to the facts and circumstances of these Chapter 11 Cases, attorneys from Cleary Gottlieb's corporate group were heavily involved with Cleary Gottlieb's representation of the Reorganized Debtors. This practice group also has a national and international reputation for its expertise, allowing Cleary Gottlieb to bring a unique and particularly high level of skill and knowledge to these Chapter 11 Cases.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Reorganized Debtors

40. As set forth in Exhibit H attached hereto and as summarized in Exhibit F attached hereto, Cleary Gottlieb has incurred a total of \$11,250.41 in expenses on behalf of the Reorganized Debtors during the Compensation Period. These charges are intended to reimburse Cleary Gottlieb's direct operating costs, which are not incorporated into the Cleary Gottlieb hourly billing rates. Only clients who actually benefit from the services of the types set forth in Exhibit H of this Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rate would impose that cost upon clients who do not require extensive photocopying and other facilities services.

41. The expenses incurred by Cleary Gottlieb during the Compensation Period include, but are not limited to, telephone expenses, business meals, late work transportation, duplicating charges and late work meals, all of which Cleary Gottlieb normally bills to its non-bankruptcy clients at rates calculated to compensate Cleary Gottlieb for only the actual cost of the expense.

42. Cleary Gottlieb has made every reasonable effort to minimize its disbursements in the Chapter 11 Cases. All of the fees and expenses for which allowance and payment are requested by Cleary Gottlieb in this Application are reasonable and necessary, billed at rates and in accordance with practices customarily employed by Cleary Gottlieb and generally accepted by Cleary Gottlieb's clients, and Cleary Gottlieb's work was performed for and on behalf of the Reorganized Debtors during the Compensation Period. In seeking reimbursement of an expenditure, Cleary Gottlieb is requesting reimbursement "at cost."

43. The time constraints imposed by the circumstances of these Chapter 11 Cases required Cleary Gottlieb attorneys and other employees to devote substantial time during certain evenings and on weekends to perform services on behalf of the Reorganized Debtors. These services were essential to meet deadlines, respond to inquiries from the Reorganized Debtors and other parties in interest on a timely basis, satisfy the demands of the Reorganized Debtors' businesses, and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, Cleary Gottlieb attorneys and other Cleary Gottlieb employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. Cleary Gottlieb's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of

the provision of legal services, so as to ensure that only those clients that benefit directly from such services are charged for them.

44. Among other things, Cleary Gottlieb makes sure that all overtime meals and travel expenses are reasonable and appropriate expenses for which to seek reimbursement. Specifically, Cleary Gottlieb regularly reviews its bills to ensure that the Reorganized Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses.

45. To the best of Cleary Gottlieb's knowledge, and upon information and belief, the Reorganized Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

**CLEARY GOTTLIB'S REQUESTED COMPENSATION
AND REIMBURSEMENT SHOULD BE ALLOWED**

46. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed; and

- ...
(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than under this title.

11 U.S.C. § 330(a)(3).

47. Cleary Gottlieb respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. Cleary Gottlieb further believes that it performed the services for the Debtors economically, effectively and efficiently, and that the results obtained benefited not only the Debtors but also the Debtors' estates and constituencies. In particular, the amount of compensation Cleary Gottlieb is seeking is substantially less than its allotted budget, which will directly benefit the Debtors and their stakeholders and creditors. Cleary Gottlieb further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties in interest.

48. During the Compensation Period, Cleary Gottlieb's hourly billing rates ranged from \$1,115 to \$1,650 for partners, \$1,040 to \$1,270 for counsel, \$1,015 to \$1,185 for senior attorneys, \$595 to \$1,005 for associates, and \$325 to \$435 for paralegals. For the Compensation Period, allowance of compensation in the amount requested will result in a blended hourly billing rate for attorneys of approximately \$894, and a total blended hourly billing rate (including paraprofessionals) of approximately \$861. As more fully set forth in **Exhibit D**, such rates and fees are reasonable relative to the customary compensation received by Cleary Gottlieb from non-bankruptcy clients. In sum, Cleary Gottlieb respectfully submits that the professional services it has provided on behalf of the Debtors and their estates during these Chapter 11 Cases were, at the time the services were provided, necessary and appropriate given the complexity of these Chapter 11 Cases, the time expended by Cleary Gottlieb, the nature and extent of Cleary Gottlieb's services

provided, the value of Cleary Gottlieb's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, Cleary Gottlieb respectfully submits that approval of the compensation sought herein is warranted and should be approved.

NO PRIOR REQUEST

49. No prior application for the relief requested herein has been made to this or any other court.

NOTICE

50. Notice of this Application has been provided to the following parties or, in lieu thereof, their counsel: (a) the Office of the United States Trustee for the Southern District of New York; (b) the holders of the thirty largest unsecured claims against the Debtors (on a consolidated basis); (c) the holders of the five largest secured claims against the Debtors (on a consolidated basis); (d) the Internal Revenue Service; (e) the Securities and Exchange Commission; and (f) all others that are required to be noticed in accordance with Bankruptcy Rule 2002 and Local Rule 2002-1. The Reorganized Debtors submit that, in light of the nature of the relief requested, no other or further notice need be provided.

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CONCLUSION

WHEREFORE, for the reasons set forth herein, the Reorganized Debtors respectfully request that this Court (a) enter an order granting the Application (b) grant such other and further relief as is just and proper.

Dated: January 31, 2022
New York, New York

CLEARY GOTTlieb STEEN & HAMILTON LLP

/s/ Jane VanLare

Richard J. Cooper

Jane VanLare

One Liberty Plaza

New York, New York 10006

Telephone: (212) 225-2000

Facsimile: (212) 225-3999

Counsel for the Reorganized Debtors

EXHIBIT A

VanLare Declaration

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

Grupo Posadas S.A.B. de C.V., *et al.*,¹

Debtors.

Chapter 11

Case No.: 21-11831 (SHL)

Jointly Administered

**DECLARATION OF JANE VANLARE IN SUPPORT OF THE FIRST AND
FINAL APPLICATION OF CLEARY GOTTlieb STEEN & HAMILTON LLP,
AS COUNSEL TO THE REORGANIZED DEBTORS, FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FROM OCTOBER 26, 2021 THROUGH DECEMBER 15, 2021**

I, Jane VanLare, do hereby declare as follows:

1. I am a partner in Cleary Gottlieb Steen & Hamilton LLP (“Cleary Gottlieb” or the “Firm”), which maintains an office for the practice of law at, among other places, One Liberty Plaza, New York, New York, 10006. I submit this certification in respect to the *First and Final Application of Cleary Gottlieb Steen & Hamilton LLP, as Counsel to the Reorganized Debtors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period from October 26, 2021 Through December 15, 2021* (the “Application”).

2. Pursuant to section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible pursuant to the Bankruptcy Code, the Bankruptcy Rules, the

¹ The Debtors, together with each of the Debtor’s tax identification number, as applicable, are: Grupo Posadas S.A.B. de C.V. (GPO920120440), and Operadora del Golfo de Mexico, S.A. de C.V. (OGM8712127Z2). The location of the corporate headquarters and the service address for Grupo Posadas S.A.B. de C.V. is: Prolongación Paseo de la Reforma No. 1015 Torre A, Piso 9 Colonia Santa Fe, Alcaldía Cuajimalpa de Morelos, C.P. 05348, Mexico City, Mexico.

Local Rules, the U.S. Trustee Guidelines and the Local Guidelines, except as specifically set forth herein;

- (c) The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Cleary Gottlieb and generally accepted by Cleary Gottlieb's clients;
- (d) In providing a reimbursable service, Cleary Gottlieb does not make a profit on the service, whether the service is performed by Cleary Gottlieb in-house or through a third party; and
- (e) The hourly rates charged by Cleary Gottlieb for this engagement are consistent with the rates Cleary Gottlieb charges for other comparable chapter 11 clients and the rate structure provided by Cleary Gottlieb is appropriate and not significantly different from (a) the rates that Cleary Gottlieb charges in other non-bankruptcy representations or (b) the rates of other comparably skilled professionals for similar engagements.

3. With respect to section B.2 of the Local Guidelines, given the short duration of these Chapter 11 Cases and because interim approval or payment of the fees and expenses was not sought, Cleary Gottlieb did not provide a formal statement of Cleary Gottlieb's fees and disbursements to the Debtors for the stub periods of October (October 26–31), November (November 1–30) or December (December 1–15) prior to delivering this statement of fees and disbursements for the entire Compensation Period of October 26 – December 15.

4. I hereby certify that the Reorganized Debtors were provided with a draft copy of the Application at least 14 days before the deadline set forth in the Plan for filing the Application, and the Reorganized Debtors and the U.S. Trustee will each be provided with a copy of the Application simultaneously with the filing thereof and will have at least 14 days to review the Application prior to any objection deadline with respect thereto.

5. The following is provided in response to the request for additional information set forth in paragraph C.5 of the U.S. Trustee Guidelines:

Question:	Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.
Answer:	No.
Question:	If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?
Answer:	Cleary Gottlieb prepared a budget for the period extending 60 days beyond the Petition Date, which was reviewed by the Debtors before the Petition Date. Cleary Gottlieb is not seeking fees that exceed that budget by 10% or more; rather, Cleary Gottlieb's requested compensation is significantly less than the amount budgeted for this engagement.
Question:	Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?
Answer:	No.
Question:	Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.
Answer:	No.
Question:	Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.
Answer:	No.
Question:	Did the fee application include any rate increases since retention?
Answer:	No.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

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Dated: January 31, 2022
New York, New York

CLEARY GOTTlieb STEEN & HAMILTON LLP

/s/ Jane VanLare

Richard J. Cooper

Jane VanLare

One Liberty Plaza

New York, New York 10006

Telephone: (212) 225-2000

Facsimile: (212) 225-3999

Counsel for the Reorganized Debtors

EXHIBIT B

Budget

Project Category	Matter Number	Budgeted Amount	Total Compensation Billed
General	000	\$0.00	\$0.00
General – Pre-Petition	001	\$0.00	\$0.00
General – Post-Petition	002	\$10,000	\$0.00
Asset Analysis and Recovery	003	\$10,000	\$0.00
Asset Dispositions	004	\$10,000	\$0.00
Business Operations	005	\$75,000	\$0.00
Case Administration	006	\$500,000	\$228,637.50
Claims Administration and Objections	007	\$10,000	\$0.00
Cash Management	008	\$50,000	\$9,515.50
Creditors Committee Matters	009	\$10,000	\$0.00
Employee Matters	010	\$75,000	\$4,666.00
Customer Issues	011	\$25,000	\$0.00
Supplier/Vendor Issues	012	\$30,000	\$0.00
Plan of Reorganization and Disclosure Statement	013	\$500,000	\$235,823.50
Tax	014	\$40,000	\$0.00
Regulatory	015	\$25,000	\$0.00
Indenture and Collateral for New Notes	016	\$200,000	\$150,116.50
International Coordination	017	\$10,000	\$0.00
Fee and Employment Application (Retention applications)	018	\$300,000	\$120,581.50
Litigation	019	\$50,000	\$40,940.00
Relief from Stay Proceedings	020	\$10,000	\$0.00
General Corporate (Board)	021	\$35,000	\$0.00
Non-Working Travel	022	\$25,000	\$0.00
TOTAL		\$2,000,000	\$790,280.50

EXHIBIT C

Retention Order

CLEARY GOTTlieb STEEN & HAMILTON LLP
Richard J. Cooper
Jane VanLare
One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999

*Proposed Counsel to the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

Grupo Posadas S.A.B. de C.V., *et al.*,¹

Debtors.

Chapter 11

Case No.: 21-11831 (SHL)

Jointly Administered

**ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF CLEARY GOTTlieb
STEEN & HAMILTON LLP AS COUNSEL FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

Upon the Application² of Grupo Posadas S.A.B. de C.V. (“Posadas”) and its affiliate, Operadora del Golfo de Mexico, S.A. de C.V., as debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), for entry of an order (this “Order”) authorizing the Debtors to employ and retain, pursuant to sections 327(a) and 330 of Title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Rules

¹ The Debtors, together with each of the Debtor’s tax identification number, as applicable, are: Grupo Posadas S.A.B. de C.V. (GPO920120440), and Operadora del Golfo de Mexico, S.A. de C.V. (OGM8712127Z2). The location of the corporate headquarters and the service address for Grupo Posadas S.A.B. de C.V. is: Prolongación Paseo de la Reforma No. 1015 Torre A, Piso 9 Colonia Santa Fe, Alcaldía Cuajimalpa de Morelos, C.P. 05348, Mexico City, Mexico.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Application.

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proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and the Court having found that the Debtors' notice of the Application and opportunity for a hearing on the Application was appropriate and no other notice need be provided; and the Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED to the extent set forth herein.
2. The Debtors are hereby authorized to employ and retain Cleary Gottlieb as counsel in the Chapter 11 Cases on the terms and conditions set forth in the Application and the VanLare Declaration, *nunc pro tunc* to the Petition Date.
3. Cleary Gottlieb is authorized to perform any and all legal services for the Debtors that are necessary or appropriate in connection with the legal services described in the Application.
4. Copies of all notices, pleadings and other documents filed in the Chapter 11 Cases and any and all related adversary proceedings shall be served upon the Debtors by serving Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006, Attention: Jane VanLare, Esq. and Richard J. Cooper, Esq.

5. Cleary Gottlieb shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of the Court.

6. Prior to any increases in Cleary Gottlieb's rates for any professional providing services in these cases, Cleary Gottlieb shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the U.S. Trustee and any official committee. The supplemental affidavit shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether Cleary Gottlieb's client has consented to the rate increase. All parties in interest retain the right to object to any rate increase on any grounds.

7. Cleary Gottlieb shall apply any remaining amount of its prepetition retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first Order of the Court awarding fees and expenses to Cleary Gottlieb; provided, however, Cleary Gottlieb shall be permitted to withhold up to \$10,000 of its prepetition retainer and maintain such \$10,000 in its segregated client trust account at Citibank N.A. in the Borough of Manhattan.

8. Cleary Gottlieb shall use its reasonable best efforts to avoid any unnecessary duplication of services provided by any of the other retained professionals in these Chapter 11 Cases.

9. Notwithstanding anything to the contrary in the Engagement Letter, Cleary Gottlieb shall not withdraw as counsel to the Debtors prior to the effective date of any chapter 11

plan confirmed in these Chapter 11 Cases without prior approval of the Court in accordance with Local Bankruptcy Rule 2090-1(e).

10. Notwithstanding anything in the Application or the Engagement Letter to the contrary, Cleary Gottlieb shall (i) pass-through the cost of services from any independent contractors, subcontractors or employees of foreign affiliates or subsidiaries (collectively, the “Contractors”) retained in relation to these proceedings at the same rate that Cleary Gottlieb pays the Contractors; (ii) seek reimbursement for actual costs incurred only; (iii) ensure that the Contractors are subject to the same conflict checks as required for Cleary Gottlieb; and (iv) file with the Court such disclosures as required by Bankruptcy Rule 2014.

11. Notwithstanding any provision in the Bankruptcy Rules to the contrary, (i) the terms of this Order shall be immediately effective and enforceable upon its entry, (ii) the Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order and (iii) the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order.

12. The limitation of liability in paragraph 18 of the Terms & Conditions attached to the Engagement Letter is deemed to have no force or effect with respect to the services to be provided pursuant to this Order.

13. If there is any inconsistency between the terms of this Order, the Application, any engagement letter and the supporting declarations, the terms of this Order shall govern.

14. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: November 17, 2021
New York, New York

/s/ Sean H. Lane
The Honorable Sean H. Lane
United States Bankruptcy Judge

EXHIBIT D

Blended Hourly Rates Disclosure

Position at Cleary Gottlieb	Debtor Blended Hourly Rate for this Application Period¹	Non-Bankruptcy Blended Hourly Rate (January 1, 2021 to December 31, 2021)²
Partner	\$1,453	\$1,457
Senior Attorney	\$1,095	\$1,122
Associate	\$797	\$866
Int'l Lawyer	\$595	\$595
Paralegal	\$325	\$378

¹ Cleary Gottlieb calculated the blended rate for timekeepers who billed to the Debtors by dividing the total dollar amount billed by such timekeepers during the Compensation Period by the total number of hours billed by such timekeepers during the Compensation Period.

² The blended rate for non-bankruptcy matters represents, for each category of timekeeper, the average of Cleary Gottlieb's standard hourly rates in effect for timekeepers in the New York office during the applicable period.

EXHIBIT E

Summary of Total Fees Incurred and Hours Billed During the Compensation Period

Matter Number	Project Category Description	Hours Billed	Total Compensation Billed
006	Case Administration	282.80	\$228,637.50
008	Cash Management	10.50	\$9,515.50
010	Employee Matters	5.00	\$4,666.00
013	Plan of Reorganization and Disclosure Statement	271.00	\$235,823.50
016	Indenture and Collateral for New Notes	144.40	\$150,116.50
018	Fee and Employment Application (Retention Applications)	147.40	\$120,581.50
019	Litigation	57.10	\$40,940.00
Total		918.20	\$790,280.50

EXHIBIT F

Summary of Actual and Necessary Expenses for the Compensation Period

Expense Category	Total Expenses
Copies (at \$0.10/page)	\$391.70
Lexis – Online Research	\$3,529.73
Westlaw – Online Research	\$2,842.13
Delivery Services/Couriers	\$240.20
Filing Fees	\$3,476.00
Late Work Meals	\$100.00
Late Work Transportation	\$0.00
Litigation Support Vendors	\$25.00
Transcripts	\$645.65
Total	\$11,250.41

EXHIBIT G

Detailed Description of Services Provided

MATTER: 21372.006 – CASE ADMINISTRATION

<u>Timekeeper</u>	<u>ID</u>	<u>Work Date</u>	<u>Time Description</u>	<u>Bill Hours</u>	<u>Bill Amount</u>
Cyr, Brendan J.	58012010	10/26/2021	Coordinate commencement of two new Chap. 11 proceedings (1); filing of petitions (.3); filing of first day motions (1.2); confer with J. VanLare, M. Weinberg, H. Kim, S. Ross, P. Boiko, K. Phipps, and J. Ferro regarding same (.3).	2.80	2,814.00
Ferro, Julia	58021717	10/26/2021	File Declaration of Craig E. Johnson (.2), confer w/ H. Kim and B. Cyr regarding same (.2).	0.40	86.00
Ferro, Julia	58021723	10/26/2021	File Supplier Financing Motion (.1), confer w/ B. Cyr and H. Kim regarding same (.1).	0.20	43.00
Ferro, Julia	58021725	10/26/2021	File Taxes and Fee Motion (.1), confer w/ B. Cyr and H. Kim regarding same (.1).	0.20	43.00
Ferro, Julia	58021730	10/26/2021	File Prepetition Insurance Policies Motion.	0.10	21.50
Ferro, Julia	58021733	10/26/2021	File General Unsecured Claims Motion (0.1), confer w/ B. Cyr and H. Kim regarding same (0.1).	0.20	43.00
Ferro, Julia	58021778	10/26/2021	File Motion to Impose Automatic Stay (.1), confer w/ B. Cyr and H. Kim regarding same (.2).	0.30	64.50
Ferro, Julia	58021785	10/26/2021	File Motion to Extend Time for Schedules.	0.40	86.00
Ferro, Julia	58021737	10/26/2021	File Prime Clerk Retention Motion (0.1), confer w/ B. Cyr and S. Ross regarding same (0.1).	0.20	43.00
Ferro, Julia	58021756	10/26/2021	File Customer Programs Motion.	0.10	21.50
Ferro, Julia	58021757	10/26/2021	File Notices of Appearance for R. Cooper, H. Kim and M. Weinberg, confer w/ B. Cyr and S. Ross regarding same.	0.50	107.50
Ferro, Julia	58021760	10/26/2021	File Scheduling and Solicitation Procedures Motion (.2), confer w/ B. Cyr and H. Kim regarding same (.1).	0.30	64.50
Ross, Skyler	57974166	10/26/2021	Meeting with B. Cyr regarding court redaction procedures (.2); conference with H. Kim regarding approach to document redaction (.1); sent email to J. VanLare, H. Kim, M. Weinberg, and S. Bremer regarding document redaction (.4).	0.70	416.50
Ross, Skyler	57974172	10/26/2021	Meeting with J. VanLare, H. Kim, and S. Arbeit (UST) regarding outstanding U.S. Trustee comments (partial).	0.10	59.50
Ross, Skyler	57974174	10/26/2021	Coordinated binder creation with S. Bremer, A. Adubofour, and O. Cruz-Echeverria.	1.80	1,071.00
Ross, Skyler	57974180	10/26/2021	Correspondence with Prime Clerk regarding noticing information.	0.20	119.00
Ross, Skyler	57974186	10/26/2021	Researched previous prepackaged chapter 11 cases.	0.60	357.00
Ross, Skyler	57974196	10/26/2021	Drafted notices of appearance for H. Kim, M. Weinberg, and R. Cooper (.4); correspondence with H. Kim, M. Weinberg, and R. Cooper regarding the same (.4).	0.80	476.00
Boiko, Peter	57989559	10/26/2021	Review e-filing of Motion to Extend Deadline to File Schedules in Grupo Posadas bankruptcy (.1); confer with J. Ferro regarding same (.1).	0.20	50.00
Boiko, Peter	57989577	10/26/2021	Supervise e-filing of Notice of Commencement of Chapter 11 Cases and First Day Hearing in Grupo Posadas bankruptcy (.3); confer with K. Phipps regarding same (.1).	0.40	100.00

VanLare, Jane	57997455	10/26/2021	Reviewed first day pleadings (4); call with H. Kim regarding same (.1); prepared for first day hearing (.9).	5.00	7,200.00
VanLare, Jane	57997464	10/26/2021	Reviewed background case law on opt-in and opt-out mechanics for third-party releases (2.8); call with H. Kim regarding same (.2); call with J. Barrera (Posadas) regarding first day hearing (.2).	3.20	4,608.00
VanLare, Jane	57997468	10/26/2021	Call with S. Bremer regarding first day hearing (.1); call with S. Arbeit (US Trustee), H. Kim regarding first day filings (.5).	0.60	864.00
VanLare, Jane	57997494	10/26/2021	Reviewed first day filings.	1.30	1,872.00
VanLare, Jane	57997543	10/26/2021	Reviewed customer motion.	0.30	432.00
VanLare, Jane	57997549	10/26/2021	Reviewed draft tax motion.	0.10	144.00
Kim, Hoo Ri	57966750	10/26/2021	Revising wages motion (1.5); drafting email for UST re: same (.5); reviewing UST comments to same (.5); reviewing comments from client re: same (.3); correspondence with J. VanLare re: wages motion (.4)	3.20	2,848.00
Kim, Hoo Ri	57966750	10/26/2021	Revising cash management motion (1.3); correspondence with S. Bremer re: same (.5); correspondence with Shearman team re: same (.5); reviewing UST comments to same (.5)	2.80	2,492.00
Kim, Hoo Ri	57966750	10/26/2021	Correspondence with M. Weinberg re: customer programs motion (.2)	0.20	178.00
Kim, Hoo Ri	57966750	10/26/2021	Revising scheduling motion (1.7); reviewing Shearman comments to same (.3); correspondence with J. VanLare re: same (.5); correspondence with Prime Clerk team re: same (.5)	3.00	2,670.00
Kim, Hoo Ri	57966750	10/26/2021	Reviewing top unsecured creditors list (.5)	0.50	445.00
Kim, Hoo Ri	57966750	10/26/2021	Revising motion to redact creditor matrix (1.0); correspondence with J. VanLare re: same (.2); correspondence with S. Ross re: same (.5); correspondence with Posadas team re: noticing information (.5); correspondence with Prime Clerk team re: noticing information for creditors (.5); revising creditor matrix with comments from client (.5)	3.20	2,848.00
Kim, Hoo Ri	57966750	10/26/2021	Revising internal filings tracker (.2); correspondence with S.Ross, S.Bremer re: same (.3)	0.50	445.00
Kim, Hoo Ri	57966750	10/26/2021	Revising email to UST re: comments to first day filings (.5)	0.50	445.00
Kim, Hoo Ri	57966750	10/26/2021	Correspondence with S.Ross and S.Bremer re: templates for notices of filing and notices of appearance (.3); reviewing notices of appearances (.2)	0.50	445.00
Kim, Hoo Ri	57966750	10/26/2021	Preparing joint administration motion for filing (.5)	0.50	445.00
Kim, Hoo Ri	57966750	10/26/2021	Preparing automatic stay motion for filing (.7)	0.70	623.00

Kim, Hoo Ri	57966750	10/26/2021	Preparing motion to extend time to file schedules for filing (.8)	0.80	712.00
Kim, Hoo Ri	57966750	10/26/2021	Reviewing SDNY prepack dockets (.5)	0.50	445.00
Kim, Hoo Ri	57966750	10/26/2021	Reviewing list of first day motions for first day hearing (.7); reviewing transcript for first day hearing precedents (.7); coordinating binders for Judge and UST office (.7)	2.10	1,869.00
Kim, Hoo Ri	58418131	10/26/2021	Call with J. VanLare regarding caselaw on opt-in and opt-out mechanics for third-party releases.	0.20	178.00
Kim, Hoo Ri	58418158	10/26/2021	Call with J. VanLare regarding first day pleadings.	0.10	89.00
Kim, Hoo Ri	58418458	10/26/2021	Call with Jane VanLare regarding first day filings.	0.50	445.00
Ross, Skyler	57974203	10/26/2021	Drafted Notice of the First Day Hearing (.4); correspondence with M. Weinberg, H. Kim, S. Bremer, J. VanLare, A. Adubofour, and O. Cruz-Echeverria regarding the same (1).	1.40	833.00
Ross, Skyler	57974225	10/26/2021	Prepared Automatic Stay Motion (.4), Motion to Extend Time (.4), Consolidated Creditors Motion (.4), Prime Clerk Retention Application (.4), and Motion to Redact the Creditor Matrix (.4) for filing; correspondence with J. VanLare, H. Kim, M. Weinberg, and S. Bremer regarding same (1).	3.00	1,785.00
Ross, Skyler	57974232	10/26/2021	Complete registrations of J. VanLare, S. Ross, H. Kim, M. Weinberg, R. Cooper, J. Barrera (Posadas), O. Gutierrez (Posadas), G. de Prevoisin (Posadas), and V. Bohon (Posadas) for virtual First Day Hearing.	0.30	178.50
Ross, Skyler	57974242	10/26/2021	Coordinate calendar invitations for First Day Hearing, Second Day Hearing, and Confirmation Hearing.	0.10	59.50
Ross, Skyler	57976506	10/26/2021	Coordinated delivery of binders of case documents to Judge S. Lane, J. VanLare, S. Arbeit, and Bankr. S.D.N.Y.	3.00	1,785.00
Jaweed, Azher	58043274	10/26/2021	Correspondence with B. Cyr regarding ECF filing of Motions to Authorize Debtors' Motions for Entry of Interim and Final Orders.	0.60	129.00
Ferro, Julia	58021762	10/26/2021	File Motion to Assume Restructuring Support Agreement (.1), confer w/ B. Cyr and M. Weinberg regarding same (.1).	0.20	43.00
Ferro, Julia	58021774	10/26/2021	File Joint Administration Motion, First Day Declaration (.6), confer w/ H. Kim, B. Cyr and M. Weinberg regarding same (OT) (.1).	0.70	150.50
Weinberg, Michael	57971508	10/26/2021	Finalized chapter 11 petitions for filing (1.6); revised draft first day declaration (1.2); revised draft GUC motion (0.8); prepared draft notice of revised liquidation analysis and financial projections (2.0); revised draft customer programs motion (0.7); revised draft RSA assumption motion (0.3); correspondence with J. VanLare, H. Kim, S. Bremer, S. Ross, J. Wishnew (Shearman) and O. Gutierrez (Posadas) re each of the above (2.5); coordinated preparation of first day filings with J. VanLare, H. Kim, S. Bremer and S. Ross (2.0); correspondence with S. Ross regarding service of tax and insurance motions (0.2); prepared to present at first day hearing (1.5); correspondence with J. VanLare and H. Kim re same (0.5); coordinated preparation of hearing	14.70	13,083.00

			binders for J. VanLare and S. Arbeit (UST) (0.5); correspondence with S. Arbeit (UST) re first day hearing (0.3); reviewed final insurance motion (0.2); reviewed issues related to third party releases (0.4).		
Phipps, Kwame	57989234	10/26/2021	E-filing of notice of first day hearing, motion to redact, & motion to seal in new bankruptcy proceeding, correspondence regarding same with S. Ross, H. Kim, P. Boiko.	3.00	645.00
Bremer, Sabrina	58418449	10/26/2021	Call with Jane VanLare re first day hearing.	0.10	59.50
Bremer, Sabrina	57997518	10/26/2021	Correspond with B. Cyr regarding clerk office comments on Prime Clerk application.	0.10	59.50
Bremer, Sabrina	57997547	10/26/2021	Research other prepackaged bankruptcy cases presided over by Judge S. Lane.	0.30	178.50
Bremer, Sabrina	57984923	10/26/2021	Create packet of motions sent to Shearman team with comparisons to the versions of the motions sent to the U.S. trustee.	0.50	297.50
Bremer, Sabrina	57997603	10/26/2021	Coordinate binder delivery to Judge S. Lane, J. VanLare and Susan Arbeit (UST).	1.00	595.00
Bremer, Sabrina	57997620	10/26/2021	Prepare slide deck on Grupo Posadas and the Plan for the First Day Hearing.	2.50	1,487.50
Bremer, Sabrina	57980596	10/27/2021	Research examples of opt-in notices for unimpaired classes.	0.50	297.50
Bremer, Sabrina	57997581	10/27/2021	Correspond with O. Cruz Echeverria and A. Adubofour regarding binders for Judge S. Lane, Susan Arbeit (UST) and J. VanLare.	0.30	178.50
Bremer, Sabrina	57993007	10/27/2021	Coordinate dial-in line for First Day hearing with IT.	0.50	297.50
Bremer, Sabrina	57979137	10/27/2021	Attend First Day Hearing.	1.10	654.50
Bremer, Sabrina	57979147	10/27/2021	Meeting with S. Ross, H. Kim and M. Weinberg to discuss Judge S. Lane's changes to interim orders.	0.30	178.50
Bremer, Sabrina	57979212	10/27/2021	Draft Joint Administration interim order.	0.40	238.00
Bremer, Sabrina	57979529	10/27/2021	Revise First Day Hearing notes for circulation to Cleary team.	0.20	119.00
Bremer, Sabrina	57979717	10/27/2021	Revise proposed interim order extending time to file schedules for submission to chambers.	0.20	119.00
Bremer, Sabrina	57979879	10/27/2021	Draft interim automatic stay order.	0.30	178.50
Phipps, Kwame	57989250	10/27/2021	E-filing of Notice of Amended disclosure statement exhibits.	0.20	43.00
Weinberg, Michael	58418173	10/27/2021	Call re: proposed interim orders with H. Kim; S. Ross; and S. Bremer.	0.30	267.00
Libberton, Samuel D.	57986475	10/27/2021	Email with D. Rupa (Veritext) and S. Cheung to set up standing order for transcripts.	0.20	43.00
Libberton, Samuel D.	57986486	10/27/2021	Email Reliable Companies for transcript order of first day hearing.	0.10	21.50
Weinberg, Michael	57979360	10/27/2021	Attended and presented at first day hearing.	1.10	979.00
Weinberg, Michael	57979378	10/27/2021	Prepared notice of revised liquidation analysis and financial projections for filing (0.5); correspondence with J. VanLare and S. Ross re same (0.2); coordinated the preparation of final versions of the first day orders for submission to chambers with H. Kim, S. Bremer and S. Ross (3.4); correspondence with chambers re first day orders (0.3); revised RSA redaction motion (0.5); correspondence with J. VanLare, S. Ross and G. De Prevoisin (Posadas) re same (0.5);	5.40	4,806.00

Ross, Skyler	57976529	10/27/2021	Confirm receipt of binder of printed documents to Judge S. Lane's home address.	0.10	59.50
Ross, Skyler	57981721	10/27/2021	Schedule meeting with H. Kim, S. Bremer, and M. Weinberg to discuss action items for Second Day Hearing.	0.20	119.00
Ross, Skyler	57976584	10/27/2021	Confer with Judge S. Lane's chambers regarding process for submitting redacted and unredacted versions of documents.	0.20	119.00
Ross, Skyler	57976603	10/27/2021	Troubleshooting technology for First Day Hearing.	1.20	714.00
Ross, Skyler	57977754	10/27/2021	Prepare notice of amended disclosure statement packet for filing.	0.20	119.00
Ross, Skyler	57977981	10/27/2021	Attend First Day Hearing.	1.10	654.50
Ross, Skyler	57978974	10/27/2021	Call re: proposed interim orders with M. Weinberg; H. Kim; and S. Bremer.	0.30	178.50
Ross, Skyler	57979767	10/27/2021	Drafted Consolidated Creditors List Order.	0.10	59.50
Kim, Hoo Ri	57976265	10/27/2021	Preparing for first day hearing.	2.00	1,780.00
Kim, Hoo Ri	57978975	10/27/2021	Call regarding proposed orders for first day filings with M. Weinberg; S. Bremer S. Ross.	0.30	267.00
Kim, Hoo Ri	57979121	10/27/2021	Revising proposed interim orders.	1.20	1,068.00
Kim, Hoo Ri	57980197	10/27/2021	Revising order scheduling combined hearing.	1.70	1,513.00
Kim, Hoo Ri	57981499	10/27/2021	Call with J. VanLare regarding timeline.	0.60	534.00
Ross, Skyler	57980141	10/27/2021	Prepared versions of Orders for Judge S. Lane.	0.20	119.00
Ross, Skyler	57980681	10/27/2021	Researched filing documents under seal.	0.20	119.00
Cyr, Brendan J.	58012281	10/27/2021	Coordinate filing and service of amended exhibits to disclosure statement (0.1); confer with K. Phipps and S. Ross regarding same (0.1).	0.20	201.00
VanLare, Jane	58031600	10/27/2021	Prepared for (2.8) and participated in first day hearing (1.1).	3.90	5,616.00
VanLare, Jane	58031625	10/27/2021	Revised proposed orders for submission (.7); call with H. Kim regarding case schedule and upcoming filings (.6).	1.30	1,872.00
VanLare, Jane	58031902	10/28/2021	Reviewed opt-in form (.3) and revised combined hearing notice order (.4).	0.70	1,008.00
VanLare, Jane	58031927	10/28/2021	Reviewed reporting obligations.	0.30	432.00
VanLare, Jane	58031941	10/28/2021	Reviewed draft communications.	0.10	144.00
Ross, Skyler	57989381	10/28/2021	Prepared Restructuring Support Agreement for filing (.3); revised motion to redact Restructuring Support Agreement (.3); researched precedent for motion to redact (.3).	0.90	535.50
VanLare, Jane	58418181	10/28/2021	Meeting regarding case schedule with M. Weinberg, H. Kim, S. Bremer, S. Ross, V. Bohon (Posadas), O. Gutierrez (Posadas), J. Barrera (Posadas), G. Torres (Posadas), G. De Prevoisin (Posadas).	0.50	720.00
Ross, Skyler	57984247	10/28/2021	Drafted calendar for compliance with Court and negotiated deadlines.	0.40	238.00
Ross, Skyler	57986631	10/28/2021	Call with H. Kim, S. Bremer and M. Weinberg to discuss issues related to second day hearing and chapter 11 case management.	0.80	476.00
Ross, Skyler	57988590	10/28/2021	Meeting regarding case schedule with J. VanLare, H. Kim, S. Bremer, M. Weinberg, V. Bohon (Posadas), O. Gutierrez (Posadas), J. Barrera (Posadas), G. Torres (Ritch Mueller), G. De Prevoisin (Posadas).	0.50	297.50

Kim, Hoo Ri	57985558	10/28/2021	Reviewing parties in interest list.	0.20	178.00
Kim, Hoo Ri	57986747	10/28/2021	Call with M. Weinberg, S. Bremer and S. Ross to discuss issues related to second day hearing and chapter 11 case management.	0.80	712.00
Kim, Hoo Ri	57987621	10/28/2021	Drafting opt in form for unimpaired creditors.	4.00	3,560.00
Kim, Hoo Ri	57988135	10/28/2021	Drafting update regarding interim orders for client.	0.10	89.00
Kim, Hoo Ri	57988599	10/28/2021	Meeting regarding case schedule with J. VanLare, S. Bremer, M. Weinberg, S. Ross, V. Bohon (Posadas), O. Gutierrez (Posadas), J. Barrera (Posadas), G. Torres (Ritch), G. De Prevoisin (Posadas).	0.50	445.00
Ferro, Julia	57997515	10/28/2021	Docket in CourtAlert.	0.80	172.00
Weinberg, Michael	57987192	10/28/2021	Call with H. Kim, S. Bremer and S. Ross to discuss issues related to second day hearing and chapter 11 case management.	0.80	712.00
Weinberg, Michael	57983072	10/28/2021	Reviewed issues related to redacting RSA (0.8), bondholder support for chapter 11 plan (0.8), and chapter 11 case timeline (0.7).	2.30	2,047.00
Libberton, Samuel D.	57997284	10/28/2021	Manually docketing first day transcript in CourtAlert.	0.10	21.50
Weinberg, Michael	57988601	10/28/2021	Meeting regarding case schedule with J. VanLare, H. Kim, S. Bremer, S. Ross, V. Bohon (Posadas), O. Gutierrez (Posadas), J. Barrera (Posadas), G. Torres (Posadas), G. De Prevoisin (Posadas) (.5).	0.50	445.00
Bremer, Sabrina	57985659	10/28/2021	Update Potential Parties in Interest sheet with updated vendor, ordinary course professional, and unsecured creditor information.	1.00	595.00
Bremer, Sabrina	57989197	10/28/2021	Correspond with Prime Clerk regarding updated parties in interest list.	0.20	119.00
Bremer, Sabrina	57992893	10/28/2021	Meeting regarding case schedule with J. VanLare, H. Kim, M. Weinberg, S. Ross, V. Bohon (Posadas), O. Gutierrez (Posadas), J. Barrera (Posadas), G. Torres (Ritch Mueller), G. De Prevoisin (Posadas) (.5).	0.50	297.50
Bremer, Sabrina	57992999	10/28/2021	Call with H. Kim, M. Weinberg and S. Ross to discuss issues related to second day hearing and chapter 11 case management.	0.80	476.00
Bremer, Sabrina	57997573	10/29/2021	Correspond with J. A. Alvarez (DD3) regarding outstanding information needed for DD3 retention application.	0.20	119.00
Libberton, Samuel D.	58018763	10/29/2021	Correspond with S. Cheung regarding PacerPro monitors following consolidation of bankruptcy cases.	0.10	21.50
Libberton, Samuel D.	58018883	10/29/2021	Docket first day orders in CourtAlert (.1).	0.10	21.50
Juantorena, Jorge U.	58010113	10/29/2021	Respond to query on conflict of interests from client.	0.50	810.00
Weinberg, Michael	57994182	10/29/2021	Reviewed issues related to operational authority under first day orders (0.4); call with H. Kim, J. Barrera (Posadas), O. Gutierrez (Posadas), V. Bohon (Posadas) and G. de Prevoisin (Posadas) (0.5) regarding same.	0.90	801.00
Jaweed, Azher	58076837	10/29/2021	Docket transcript of first-day hearing on internal Cleary docket.	0.10	21.50
Kim, Hoo Ri	57994198	10/29/2021	Call with M. Weinberg; G. De Prevoisin (Posadas); O. Gutierrez (Posadas); J. Barrere (Posadas); and V. Bonhon (Posadas) regarding interim orders.	0.50	445.00
Kim, Hoo Ri	57994586	10/29/2021	Reviewing UST operating guidelines.	0.50	445.00

Kim, Hoo Ri	57995410	10/29/2021	Revising order scheduling combined hearing.	0.10	89.00
Kim, Hoo Ri	57998284	10/29/2021	Reviewing publication notice.	0.20	178.00
Kim, Hoo Ri	57993951	10/29/2021	Reviewing interim orders.	0.30	267.00
Adubofour, Akosua	58007136	10/29/2021	Coordinated with S. Cheung to compile Restructuring Support Agreements from 14-12303-shl (.3), 14-11108-shl (.3), and 16-12149-shl (.2) dockets per S. Ross.	0.80	260.00
Cheung, Su Y.	58021675	10/29/2021	PACER docket searches for Restructuring Support Agreements and Motions to Seal; as requested by A. Adubofour.	0.50	125.00
Ross, Skyler	57995089	10/29/2021	Researched how to file documents under seal with the Court.	0.30	178.50
Ross, Skyler	57995109	10/29/2021	Researched document redaction precedents.	0.90	535.50
VanLare, Jane	58038804	10/30/2021	Reviewed draft notices regarding communications strategy.	0.30	432.00
Bremer, Sabrina	57995205	10/31/2021	Research indentures for Grupo Kaltex and Grupo Vitro to use as precedent for Grupo Posadas indentures.	1.50	892.50
Weinberg, Michael	58000588	10/31/2021	Reviewed issues related to motion to redact and first day relief.	0.50	445.00
Weinberg, Michael	58002349	11/1/2021	Reviewed issues related to relief granted under interim orders (1.2); reviewed issues related to motion to redact RSA (2.0); correspondence with S. Ross regarding same (0.1); correspondence with S. Arbeit regarding same (0.2); reviewed issues related to case milestones and court filings (1.1).	4.60	4,094.00
Bremer, Sabrina	58009165	11/1/2021	Review Cleary internal case calendar for week of 11/1/2021.	0.30	178.50
Bremer, Sabrina	58010797	11/1/2021	Create checklist of information U.S. Trustee requested from client.	0.80	476.00
Kim, Hoo Ri	58005147	11/1/2021	Reviewing required notices under order scheduling combined hearing.	3.90	3,471.00
Cruz Echeverria, Oriana	58010877	11/1/2021	Coordinate preparation of flash drive containing redacted and unredacted versions of the consolidated creditors matrix per S. Ross.	0.20	65.00
Ross, Skyler	58004652	11/1/2021	Prepared case calendar, including researching filing and reporting deadlines.	2.90	1,725.50
Ross, Skyler	58010039	11/1/2021	Prepared creditor matrix for filing.	0.20	119.00
Ross, Skyler	58010301	11/1/2021	Revised motion to redact the RSA.	0.90	535.50
Ross, Skyler	58011622	11/1/2021	Researched precedent for a motion to redact the RSA.	0.60	357.00
Ferro, Julia	58035206	11/1/2021	File Application to Employ Prime Clerk LLC as Administrative Advisor, confer w/ S. Cheung and S. Bremer regarding same.	0.20	43.00
VanLare, Jane	58038891	11/1/2021	Reviewed draft confirmation hearing notice.	0.50	720.00
VanLare, Jane	58038907	11/1/2021	Reviewed materials relating to vendor issues.	0.20	288.00
Cheung, Su Y.	58191230	11/1/2021	Supervised e-filing of Prime Clerk Retention Application (.3); conferred with J. Ferro regarding same (.6)	0.90	225.00
Cyr, Brendan J.	58027469	11/1/2021	Coordinate filing and service of retention applications and ordinary course professionals motion (.1). Confer with H. Kim and S. Libberton regarding same (.2).	0.30	301.50
Boiko, Peter	58170269	11/2/2021	Supervise e-filing of i) Notice of Hearing (.6), ii) Notice of Filing the Consolidated Creditor List (.6), and iii) Emergency Motion to Waive the	2.10	525.00

			Requirement of Filing a List of Equity Security Holders in Posadas bankruptcy proceeding (.6); confer with K. Phipps regarding same (.3).		
Ross, Skyler	58418191	11/2/2021	Call with H. Kim regarding equity holder motion.	0.10	59.50
VanLare, Jane	58039049	11/2/2021	Correspondence with H. Kim regarding confirmation hearing notice (1.1); call with H. Kim regarding same (.5).	1.60	2,304.00
VanLare, Jane	58039059	11/2/2021	Reviewed motion to waive requirement to file equityholder motion.	0.20	288.00
Kim, Hoo Ri	58022817	11/2/2021	Conferred with S. Ross regarding motion to waive requirement to file equityholder list.	1.30	1,157.00
Kim, Hoo Ri	58017515	11/2/2021	Reviewing consolidated creditor matrix.	4.00	3,560.00
Kim, Hoo Ri	58019243	11/2/2021	Reviewing publication notice.	0.80	712.00
Kim, Hoo Ri	58020672	11/2/2021	Reviewing UST operating requirements.	0.10	89.00
Kim, Hoo Ri	58021275	11/2/2021	Call with A. Medina (Posadas), G. de Prevoisin (Posadas), V. Bohon (Posadas) regarding equityholder list.	0.20	178.00
Kim, Hoo Ri	58021351	11/2/2021	Call with S. Ross regarding equity holder motion.	0.10	89.00
Kim, Hoo Ri	58021645	11/2/2021	Call with J. VanLare regarding equityholder list (.5).	0.50	445.00
Ross, Skyler	58015086	11/2/2021	Revised motion to redact the RSA.	1.10	654.50
Ross, Skyler	58015982	11/2/2021	Drafted notice of filing of the consolidated creditor and equity security holder lists.	0.90	535.50
Ross, Skyler	58019116	11/2/2021	Drafted emergency motion waiving equity holder filing and notice requirements.	3.10	1,844.50
Ross, Skyler	58022469	11/2/2021	Reviewed creditor matrix for filing.	1.00	595.00
Ross, Skyler	58025418	11/2/2021	Conferred with H. Kim regarding motion to waive requirement to file equityholder list.	1.30	773.50
Cruz Echeverria, Oriana	58025927	11/2/2021	Manage email correspondence.	0.00	0.00
Kim, Hoo Ri	58016595	11/2/2021	Reviewing notice of hearing for second day hearing.	0.70	623.00
Libberton, Samuel D.	58033438	11/2/2021	Docket retention applications filed on 11.1.21 on CourtAlert.	0.20	43.00
Bremer, Sabrina	58011357	11/2/2021	Draft notice of second day hearing.	1.60	952.00
Bremer, Sabrina	58016546	11/2/2021	Revise checklist of materials requested by US Trustee from Posadas, with attention to status update and materials provided by Posadas.	0.50	297.50
Bremer, Sabrina	58019367	11/2/2021	Revise notice of hearing motion with attention to additional filings to be heard at the hearing.	0.30	178.50
Bremer, Sabrina	58021910	11/2/2021	Prepare notice of hearing for filing.	0.10	59.50
Weinberg, Michael	58016796	11/2/2021	Reviewed issues related to motion to redact RSA (1.0); reviewed issues related to first day relief and consolidated creditors list motion (0.8).	1.80	1,602.00
Weinberg, Michael	58027675	11/3/2021	Reviewed issues related to first day operating authority, case calendar and RSA redaction motion.	0.70	623.00
Kim, Hoo Ri	58026384	11/3/2021	Drafting email to Shearman team regarding motion to waive equityholder list.	0.40	356.00
Kim, Hoo Ri	58026846	11/3/2021	Call with A. Medina (Posadas), O. Gutierrez (Posadas, Partial .5), G. de Prevoisin (Posadas) regarding UST operating requirements.	0.40	356.00
Kim, Hoo Ri	58027042	11/3/2021	Reviewing redacted creditor matrix.	0.10	89.00

VanLare, Jane	58039300	11/3/2021	Reviewed notices regarding confirmation (.4); reviewed motion to redact the RSA (.5).	0.90	1,296.00
VanLare, Jane	58039684	11/4/2021	Reviewed Atop deadline/confirmation timeline (.1); call with M. Weinberg regarding motion to redact RSA (.2).	0.30	432.00
Ross, Skyler	58034431	11/4/2021	Drafted motion to shorten notice period with respect to the RSA redaction motion.	2.00	1,190.00
Ross, Skyler	58034851	11/4/2021	Drafted motion to shorten time with respect to the emergency motion to waive the requirements for filing a list of equity holders and noticing equity holders.	0.70	416.50
Kim, Hoo Ri	58034473	11/4/2021	Reviewing final orders for first day motions.	1.20	1,068.00
Weinberg, Michael	58032202	11/4/2021	Reviewed issues related to Shearman comments on RSA redaction motion (0.5); correspondence with J. VanLare regarding same (0.2); revised draft RSA redaction motion (0.5); reviewed issues related to draft motion to shorten for RSA redaction motion (0.6); revised draft motion to shorten (0.6); reviewed issues related to case calendar (0.5); reviewed issues related to authority under first day orders (0.3).	3.20	2,848.00
Bremer, Sabrina	58034175	11/4/2021	Revise internal Cleary case calendar with weekly updates for 11/4.	0.20	119.00
Bremer, Sabrina	58038760	11/4/2021	Draft email to A. Medina (Posadas) requesting addresses of banks that need to be served notice of the cash management order.	0.10	59.50
Jaweed, Azher	58082935	11/4/2021	Docket i) Notice of Hearing, ii) Notice of Filing the Consolidated Creditor List, and iii) Emergency Motion to Waive the Requirement of Filing a List of Equity Security Holderson internal database.	0.10	21.50
Bremer, Sabrina	58042529	11/5/2021	Prepare final orders for review by U.S. Trustee.	0.50	297.50
Libberton, Samuel D.	58083942	11/5/2021	File notice of hearing on emergency motion (.2); correspond with B. Cyr regarding same (.1).	0.30	64.50
Kim, Hoo Ri	58041810	11/5/2021	Revising final orders for first day motions.	3.20	2,848.00
Ross, Skyler	58038415	11/5/2021	Reviewed motions to shorten time.	0.20	119.00
Ross, Skyler	58039812	11/5/2021	Prepared final orders for submission to the U.S. Trustee.	1.60	952.00
Ross, Skyler	58041553	11/5/2021	Hand delivered thumb drive containing redacted and unredacted versions of the consolidated creditors matrix with the Bankruptcy Court.	1.30	773.50
Ross, Skyler	58041432	11/5/2021	Prepared motion to redact the RSA and related motion to shorten the notice period for filing.	0.30	178.50
VanLare, Jane	58050891	11/5/2021	Reviewing motions to shorten notice for several motions (.4); revised case calendar (.5); reviewed motion to redact the RSA (.1); reviewed draft final orders for first day motions (.1); call with H. Kim regarding same (.1).	1.20	1,728.00
Kim, Hoo Ri	58043400	11/5/2021	Reviewing notice of hearing for motion to waive equityholder list.	0.40	356.00
Kim, Hoo Ri	58043515	11/5/2021	Call with J. VanLare regarding final orders for first day motions.	0.10	89.00
Kim, Hoo Ri	58043979	11/5/2021	Reviewing combined hearing notice.	0.30	267.00
Kim, Hoo Ri	58043991	11/5/2021	Reviewing UST operating requirements.	2.10	1,869.00
Ross, Skyler	58042306	11/5/2021	Prepared motion to shorten notice with respect to the motion to waive equity holder requirements for filing.	0.10	59.50

Ross, Skyler	58042509	11/5/2021	Drafted notice of hearing of the Equity Holders Motion.	0.60	357.00
Cyr, Brendan J.	58068123	11/5/2021	Coordinate filing and service of notice of hearing on emergency motion to waive equity holder list requirement (.1); confer with S. Ross and S. Libberton regarding same (.1).	0.20	201.00
VanLare, Jane	58052042	11/6/2021	Reviewed first day orders (.1); reviewed publication notice (.1).	0.20	288.00
Kim, Hoo Ri	58045282	11/7/2021	Reviewing final orders for first day motions.	0.30	267.00
Kim, Hoo Ri	58049378	11/8/2021	Revising final orders for first day motions.	0.50	445.00
Ross, Skyler	58053555	11/8/2021	Drafted certificate of no objection.	1.30	773.50
Ross, Skyler	58055779	11/8/2021	Drafted notice of agenda for the Second Day Hearing.	0.60	357.00
Kim, Hoo Ri	58053100	11/8/2021	Reviewing Cleary internal case calendar.	0.60	534.00
Kim, Hoo Ri	58053513	11/8/2021	Reviewing UST operating requirements.	1.00	890.00
Kim, Hoo Ri	58057040	11/8/2021	Reviewing publication notice.	0.10	89.00
VanLare, Jane	58080324	11/8/2021	Reviewed back ground materials for RSA assumption rejection.	1.00	1,440.00
Ross, Skyler	58050827	11/8/2021	Researched chambers rules for submission of documents.	0.40	238.00
Bremer, Sabrina	58049616	11/8/2021	Revise internal Cleary case calendar with weekly updates for 11/8.	0.50	297.50
Jaweed, Azher	58083220	11/8/2021	Docket motions filed on 11/5/21 on internal system.	0.10	21.50
Cruz Echeverria, Oriana	58070452	11/8/2021	Organize and file email correspondence with Cleary team.	0.00	0.00
Bremer, Sabrina	58060604	11/9/2021	Review other Chapter 11 final insurance orders to determine whether language proposed for Grupo Posadas final insurance order by Chubb insurance counsel is standard.	0.60	357.00
Bremer, Sabrina	58061509	11/9/2021	Review other Chapter 11 final insurance orders for language on surety programs.	0.10	59.50
Bremer, Sabrina	58062137	11/9/2021	Conference with H. Kim, S. Ross, A. Medina (Posadas), O. Gutierrez (Posadas, Partial .5), G. de Prevoisin (Posadas), V. Bohon (Posadas, Partial .4) regarding preparation of documents for submission to the U.S. Trustee.	0.70	416.50
Bremer, Sabrina	58062181	11/9/2021	Revise UST requirements checklist based on call with Posadas.	0.20	119.00
Bremer, Sabrina	58062249	11/9/2021	Draft email to U.S. Trustee with an update on the status of the required information.	0.50	297.50
Bremer, Sabrina	58063669	11/9/2021	Draft list of corporate insiders for Grupo Posadas and Operadora del Golfo de Mexico.	0.50	297.50
Jaweed, Azher	58083639	11/9/2021	Docket UST objection filed on 11/8/2021.	0.10	21.50
Ross, Skyler	58061801	11/9/2021	Conference with H. Kim, S. Bremer, A. Medina (Posadas), O. Gutierrez (Posadas, Partial .5), G. de Prevoisin (Posadas), V. Bohon (Posadas, Partial .4) regarding preparation of documents for submission to the U.S. Trustee.	0.70	416.50
VanLare, Jane	58080699	11/9/2021	Reviewed draft filings for second day hearing.	0.50	720.00
VanLare, Jane	58080717	11/9/2021	Reviewed draft insurance order.	0.30	432.00
Kim, Hoo Ri	58061350	11/9/2021	Reviewing materials for UST operating guidelines.	2.90	2,581.00
Kim, Hoo Ri	58061818	11/9/2021	Conference with S. Bremer, S. Ross, A. Medina (Posadas), O. Gutierrez (Posadas, Partial .5), G. de	0.70	623.00

			Prevoisin (Posadas), V. Bohon (Posadas, Partial .4) regarding preparation of documents for submission to the U.S. Trustee.		
Ross, Skyler	58058782	11/9/2021	Drafted certificate of no objection (.3) and notice of agenda for hearing (.3).	0.60	357.00
Kim, Hoo Ri	58066153	11/10/2021	Reviewing documents for submission under UST guidelines.	2.50	2,225.00
Kim, Hoo Ri	58071014	11/10/2021	Reviewing certificate of no objection for final orders.	0.20	178.00
VanLare, Jane	58081178	11/10/2021	Reviewed draft final orders (.4); call with US Trustee, M. Weinberg, S. Ross regarding second day hearing (.4).	0.80	1,152.00
Ross, Skyler	58418208	11/10/2021	Call with with US Trustee, M. Weinberg, J. VanLare regarding second day hearing.	0.40	238.00
Weinberg, Michael	58069125	11/10/2021	Reviewed draft certificate of no objection for relief requested for second day hearing (0.6); correspondence with J. VanLare, S. Bremer and B. Cyr re same (0.6); reviewed comments from O. Gutierrez (Posadas) on final insurance order (0.5); correspondence with J. VanLare, O. Gutierrez (Posadas), S. Arbeit (UST), G. Ioomis (McElroy Deutsche) and D. McGehrin (Duane Morris) re proposed revisions from Chubb on final insurance order (1.1); correspondence with Chambers regarding hearing date for motion to seal RSA (0.2).	3.00	2,670.00
Bremer, Sabrina	58066384	11/10/2021	Revise checklist of required information for the U.S. Trustee.	0.50	297.50
Bremer, Sabrina	58066982	11/10/2021	Organize required information for the U.S. Trustee.	0.20	119.00
Bremer, Sabrina	58070552	11/10/2021	Prepare Certificate of No Objection and related exhibits for filing.	1.50	892.50
Bremer, Sabrina	58070874	11/10/2021	Revise Certificate of No Objection and associated exhibits for filing.	0.50	297.50
Weinberg, Michael	58418211	11/10/2021	Call with US Trustee, S. Ross, J. VanLare regarding second day hearing.	0.40	356.00
Bremer, Sabrina	58074572	11/11/2021	Draft email to Judge S. Lane regarding proposed orders for second day hearing.	0.50	297.50
Bremer, Sabrina	58074470	11/11/2021	Organize proposed final orders for transmission to Judge S. Lane.	0.30	178.50
Libberton, Samuel D.	58128904	11/11/2021	Docket omnibus statement of no objection on CourtAlert	0.10	21.50
Bremer, Sabrina	58077149	11/11/2021	Prepare notice of hearing on Debtors' motion to redact the RSA for filing.	0.10	59.50
Bremer, Sabrina	58072939	11/11/2021	Prepare notice of hearing on Debtors motion to redact the RSA.	0.20	119.00
Bremer, Sabrina	58079341	11/11/2021	Research local bankruptcy rules regarding the filing of the hearing agenda.	0.20	119.00
Ross, Skyler	58074243	11/11/2021	Drafted reply to UST's objection to the RSA assumption motion.	0.50	297.50
Ross, Skyler	58074418	11/11/2021	Organized virtual appearances for Second Day Hearing.	1.10	654.50
Ross, Skyler	58076632	11/11/2021	Drafted notice of agenda for the Second Day Hearing.	0.70	416.50
Boiko, Peter	58186084	11/11/2021	E-file Omnibus Statement of No Objection in Posadas bankruptcy proceeding (.3) and confer with M. Weinberg and S. Bremer regarding same (.1).	0.40	100.00

Boiko, Peter	58186172	11/11/2021	Supervise e-filing of Notice of Hearing in Posadas bankruptcy proceeding (.2); confer with J. Ferro regarding same (.1).	0.30	75.00
VanLare, Jane	58081345	11/11/2021	Call with M. Weinberg regarding RSA assumption reply.	0.20	288.00
VanLare, Jane	58081364	11/11/2021	Reviewed draft filings regarding second day hearing (.4); revised RSA assumption reply (.9).	1.30	1,872.00
Kim, Hoo Ri	58073994	11/11/2021	Preparing for second day hearing.	0.70	623.00
Kim, Hoo Ri	58074992	11/11/2021	Reviewing proposed final orders for second day hearing.	0.70	623.00
Kim, Hoo Ri	58077041	11/11/2021	Reviewing notice of hearing for RSA redaction motion.	0.30	267.00
Kim, Hoo Ri	58077499	11/11/2021	Reviewing documents for UST operating guidelines.	1.20	1,068.00
Kim, Hoo Ri	58077561	11/11/2021	Reviewing notice of hearing for 11/15 hearing.	0.50	445.00
Ferro, Julia	58137910	11/11/2021	Docket notice of hearing on CourtAlert.	0.10	21.50
Ferro, Julia	58137940	11/11/2021	File Notice of Hearing on Debtors' Motion to Seal (.2), confer w/ P. Boiko and S. Bremer regarding same. (OT) (.6).	0.80	172.00
Ferro, Julia	58137949	11/11/2021	Prepare to file Notice of Agenda (1.5), confer w/ H. Kim regarding same (.7).	2.20	473.00
Ferro, Julia	58138089	11/12/2021	File Reply to UST Objection (.2), confer w/ S. Cheung and S. Ross regarding same (.2).	0.40	86.00
Ferro, Julia	58138093	11/12/2021	File Notice of Agenda of Matters Scheduled for Hearing on November 15, 2021 (.2), confer w/ S. Cheung and S. Ross regarding same (.2).	0.40	86.00
VanLare, Jane	58110592	11/12/2021	Reviewed various draft second day orders (.2); reviewed draft reply to RSA assumption motion (.3).	0.50	720.00
VanLare, Jane	58110757	11/12/2021	Revised the RSA Assumption reply (2); reviewed draft insurance order (.1).	2.10	3,024.00
Cheung, Su Y.	58191686	11/12/2021	Supervised e-filing of Reply to Limited Objection of UST to Debtors' Motion to Assume (.1); conferred with J. Ferro regarding same (.2).	0.30	75.00
Cheung, Su Y.	58191704	11/12/2021	Supervised e-filing of Agenda for November 15, 2021 Hearing (.1).	0.10	25.00
Ross, Skyler	58083069	11/12/2021	Revised notice of agenda for the Second Day Hearing.	1.40	833.00
Kim, Hoo Ri	58082927	11/12/2021	Reviewing notice of hearing for second day hearing.	0.90	801.00
Kim, Hoo Ri	58082967	11/12/2021	Correspondence with PrimeClerk regarding proof of publication.	0.10	89.00
Bremer, Sabrina	58084257	11/12/2021	Review transcripts of second day hearings for other Chapter 11 cases in front of Judge S. Lane.	0.40	238.00
Bremer, Sabrina	58084200	11/12/2021	Research transcripts second day hearings for other Chapter 11 cases in front of Judge S. Lane.	0.30	178.50
Weinberg, Michael	58081890	11/12/2021	Reviewed issues related to notice for second day hearing.	0.10	89.00
Weinberg, Michael	58082239	11/12/2021	Correspondence with S. Toub (Kekst), S. Ross and S. Bremer regarding logistics for second day hearing.	0.20	178.00
Weinberg, Michael	58087526	11/14/2021	Prepared for second day hearing with respect to insurance, general unsecured claims, taxes and customer programs motions.	1.20	1,068.00
VanLare, Jane	58110090	11/14/2021	Prepared for second day hearing.	0.10	144.00

Kim, Hoo Ri	58087571	11/14/2021	Preparing for second day hearing with respect to cash management, wages, and supplier financing motion.	1.40	1,246.00
Kim, Hoo Ri	58091838	11/15/2021	Preparing for second day hearing presentation of motions.	0.50	445.00
Kim, Hoo Ri	58092652	11/15/2021	Attended second day hearing.	1.00	890.00
Ross, Skyler	58093705	11/15/2021	Prepared final orders for submission to chambers for entry.	0.20	119.00
Ross, Skyler	58096138	11/15/2021	Updated internal list of case deadlines.	0.20	119.00
Ross, Skyler	58093570	11/15/2021	Attended Second Day Hearing.	1.00	595.00
Kim, Hoo Ri	58093632	11/15/2021	Reviewing proposed orders.	0.30	267.00
Kim, Hoo Ri	58093523	11/15/2021	Reviewing notice of presentment precedent.	0.10	89.00
VanLare, Jane	58109911	11/15/2021	Prepared for second day hearing (2.5); attended second day hearing (1); reviewed draft revised RSA order (.3); reviewed correspondence with DD3 regarding monthly operating reports (.1).	3.90	5,616.00
Adubofour, Akosua	58126154	11/15/2021	Attended Second Day Hearing.	0.00	0.00
Cruz Echeverria, Oriana	58103588	11/15/2021	Attended Second Day Hearing.	0.00	0.00
Weinberg, Michael	58088552	11/15/2021	Prepared talking points for second day hearing.	1.40	1,246.00
Weinberg, Michael	58093385	11/15/2021	Prepared revised final orders for chambers (2.1); correspondence with S. Arbeit (UST) regarding proposed order regarding RSA assumption motion (0.1).	2.20	1,958.00
Bremer, Sabrina	58093581	11/15/2021	Attended Second Day hearing.	1.00	595.00
Bremer, Sabrina	58094426	11/15/2021	Draft cover letter to Judge S. Lane regarding submission of proposed orders.	0.30	178.50
Weinberg, Michael	58101044	11/16/2021	Revised proposed RSA assumption order to address comments from the UST and Ad Hoc Group (0.9); correspondence with J. VanLare, S. Arbeit (UST) and J. Wishnew (Shearman) re same (0.6).	1.50	1,335.00
Weinberg, Michael	58108723	11/17/2021	Reviewed reporting requirements for the monthly operating reports under the UST instructions and region 2 operating guidelines (0.5); correspondence with J. VanLare regarding same (0.1).	0.50	445.00
Libberton, Samuel D.	58151305	11/17/2021	Correspond with S. Cheung, D. Rupa (Veritext) regarding receipt of transcripts.	0.20	43.00
Libberton, Samuel D.	58151420	11/17/2021	Docketing in CourtAlert.	0.10	21.50
Cardoza Vidal, Carla	58107652	11/17/2021	Call with J. VanLare, M. Weinberg, H. Kim; O. Gutierrez (Posadas), G. De Prevoisin (Posadas), V. Bonhon (Posadas), R. Paiva (Posadas); S. Toub (Kekst), L. Cohen (Kekst), R. Lovern (Kekst) regarding plan confirmation timeline.	0.60	357.00
Adubofour, Akosua	58126102	11/17/2021	Prepared full and condensed transcripts and distributed to team per H. Kim.	0.30	97.50
Weinberg, Michael	58107643	11/17/2021	Call with CGSH, Posadas and Kekst teams to discuss UST comments to plan, authority under first day orders and timing of plan effective date.	0.60	534.00
Kim, Hoo Ri	58107653	11/17/2021	Call with J. VanLare, M. Weinberg, C. Cardoza Vidal; O. Gutierrez (Posadas), G. De Prevoisin (Posadas), V. Bonhon (Posadas), R. Paiva (Posadas); S. Toub (Kekst), L. Cohen (Kekst), R. Lovern (Kekst) regarding plan confirmation timeline.	0.60	534.00

Kim, Hoo Ri	58108731	11/17/2021	Reviewing requirements under UST operating guidelines.	1.00	890.00
Ross, Skyler	58109758	11/17/2021	Coordinated entry of Orders with Judge S. Lane's chambers.	0.10	59.50
VanLare, Jane	58114913	11/17/2021	Call with M. Weinberg, H. Kim, S. Bremer, S. Ross, O. Gutierrez (Posadas), S. Toub, and others regarding confirmation timeline and documents (.6); reviewed correspondence from M. Weinberg regarding monthly operating reports (.2).	0.80	1,152.00
VanLare, Jane	58114926	11/17/2021	Reviewed email from H. Kim regarding bank statements.	0.10	144.00
Kim, Hoo Ri	58114799	11/18/2021	Reviewing final orders for first day motions.	0.50	445.00
Weinberg, Michael	58114888	11/18/2021	Reviewed issues related to orders granted at second day hearing.	0.50	445.00
Weinberg, Michael	58117034	11/18/2021	Correspondence with G. de Prevoisin (Posadas) on questions regarding authority under general unsecured claims order.	0.10	89.00
Adubofour, Akosua	58126070	11/18/2021	Managed various orders entered on November 17 and distribute amongst team per H. Kim.	0.30	97.50
Libberton, Samuel D.	58151905	11/18/2021	Forward transcript invoices to L. Carrasquillo.	0.10	21.50
Libberton, Samuel D.	58166502	11/19/2021	Docket DD3 and Ritch Mueller retention applications and orders on first day motions in CourtAlert.	0.80	172.00
Bremer, Sabrina	58134122	11/22/2021	Revise internal Cleary case calendar with weekly updates for 11/22.	0.30	178.50
Libberton, Samuel D.	58190257	11/30/2021	Filing Notice of Translations (.1), correspond with B. Cyr regarding same (.2).	0.30	64.50
Weinberg, Michael	58181114	11/30/2021	Reviewed draft payment report prepared pursuant to general unsecured claims order (0.3); correspondence with G. De Prevoisin (Posadas) regarding same (0.1); correspondence with J. VanLare regarding same (0.1); correspondence with H. Kim regarding same (0.1); correspondence with S. Arbeit (UST) regarding same (0.1).	0.70	623.00
Kim, Hoo Ri	58178783	11/30/2021	Reviewing requirements for monthly operating report.	0.90	801.00
Kim, Hoo Ri	58179157	11/30/2021	Reviewing supplier financing order.	0.10	89.00
Ross, Skyler	58176425	11/30/2021	Reviewed deadlines for case administration matters.	0.10	59.50
VanLare, Jane	58191709	11/30/2021	Reviewed draft email to US Trustee regarding vendor payments.	0.30	432.00
Cyr, Brendan J.	58192931	11/30/2021	Coordinate filing and service of amended Chapter 11 plan and related filings (.1); confer with M. Weinberg, H. Kim, and J. Ferro regarding same (.5).	0.60	603.00
VanLare, Jane	58197756	12/1/2021	Reviewed email from Oracle's counsel (.1).	0.10	144.00
Weinberg, Michael	58194298	12/1/2021	Reviewed questions from Posadas team on monthly operating report for October.	0.20	178.00
Weinberg, Michael	58198337	12/2/2021	Reviewed issues related to Posadas questions on monthly operating reports.	0.30	267.00
Bremer, Sabrina	58196713	12/2/2021	Draft email to G. de Prevoisin (Grupo Posadas) answering his questions about the monthly operating reports.	0.80	476.00
VanLare, Jane	58210445	12/2/2021	Reviewed correspondence from M. Weinberg to Posadas regarding monthly operating reports.	0.20	288.00
Ross, Skyler	58206143	12/3/2021	Coordinated service of confirmation filings.	0.20	119.00

Boiko, Peter	58322336	12/3/2021	E-file confirmation brief and DD# declaration in Posadas Bankruptcy Proceeding.	0.60	150.00
Repond, Jessica C.	58483251	12/3/2021	Call with C. Wallace, Ritch Mueller and J. Alvarez (DD3) regarding collateral perfection timing.	0.80	804.00
Ross, Skyler	58207939	12/4/2021	Prepared confirmation binder for J. VanLare.	0.70	416.50
Ross, Skyler	58212575	12/6/2021	Drafted confirmation hearing agenda.	1.80	1,071.00
Ross, Skyler	58212529	12/6/2021	Coordinated registration for the confirmation hearing.	0.90	535.50
Ross, Skyler	58213014	12/6/2021	Coordinated binder production.	0.30	178.50
Cyr, Brendan J.	58236941	12/6/2021	Coordinate filing and service of amended plan supplement (.2), proposed order approving plan and disclosure statement (.1), and hearing agenda (.1); confer with M. Weinberg, S. Ross, A. Jaweed, and S. Libberton regarding same (.1).	0.50	502.50
Kim, Hoo Ri	58218135	12/6/2021	Reviewing correspondence re: scheduling for hearing	0.40	356.00
Libberton, Samuel D.	58238659	12/6/2021	File proposed confirmation order (.2), correspond w/ B. Cyr re: same (.1).	0.30	64.50
Libberton, Samuel D.	58238666	12/6/2021	File notice of agenda for confirmation hearing (.3), correspond w/ B. Cyr re: same (.2). (OT).	0.50	107.50
Weinberg, Michael	58215306	12/6/2021	Reviewed issues related to hearing logistics for confirmation hearing.	0.20	178.00
Cruz Echeverria, Oriana	58247564	12/6/2021	Create index and stage folder for binder for J. VanLare per S. Ross.	0.90	292.50
Cruz Echeverria, Oriana	58247566	12/6/2021	Correspondence with Duplicating to ensure delivery and printing of binder.	0.30	97.50
Cruz Echeverria, Oriana	58247658	12/6/2021	Send updated binder for J. VanLare per S. Ross.	0.30	97.50
Jaweed, Azher	58299665	12/6/2021	ECF Filing of Statement.	0.50	107.50
Libberton, Samuel D.	58245826	12/7/2021	Docket amended plan supplement (.1), proposed order approving plan and disclosure statement (.1), and hearing agenda (.1) on Court Alert.	0.30	64.50
Ross, Skyler	58224068	12/7/2021	Coordinated hearing registration.	0.30	178.50
Ross, Skyler	58244546	12/10/2021	Coordinated service of documents.	0.10	59.50
Weinberg, Michael	58255985	12/13/2021	Provided comments on draft notice of effective date (0.5); correspondence with S. Bremer re same (0.2); reviewed issues regarding GUC payment matrix (0.3); correspondence with J. VanLare re same (0.1); reviewed draft disbursing agent agreement with Prime Clerk (0.2); correspondence with J. VanLare and S. Bremer re same (0.2); reviewed issues related to professional fee escrow account (0.3); correspondence with O. Gutierrez (Posadas) re same (0.1); reviewed issues related to distribution of new notes under plan (0.3); correspondence with H. Kim re same (0.1).	2.30	2,047.00
Cruz Echeverria, Oriana	58287311	12/13/2021	Manage Cleary team email correspondence	0.00	0.00
Libberton, Samuel D.	58282215	12/13/2021	Correspond w/ S. Cheung, L. Carrasquillo, and court reporter re: payment for first day hearings in Grupo Posadas.	0.20	43.00
Bremer, Sabrina	58263746	12/14/2021	Revise team calendar with updated deadlines.	0.40	238.00
Ross, Skyler	58264869	12/14/2021	Coordinated payment of professional fees.	0.10	59.50
Kim, Hoo Ri	58266840	12/14/2021	Reviewing monthly operating reports	3.00	2,670.00
VanLare, Jane	58302808	12/14/2021	Reviewed e-mail from M. Weinberg re: GUC transfers. (.1).	0.10	144.00

Kim, Hoo Ri	58274390	12/15/2021	Reviewing monthly operating reports	3.00	2,670.00
Boiko, Peter	58328371	12/15/2021	Supervise e-filing of i) Notice of (I) Entry of Order Approving Disclosure Statement and ii) 4 Chapter 11 Monthly Operating Reports in the Posadas Bankruptcy Proceedings.	0.90	225.00
VanLare, Jane	58283893	12/15/2021	Reviewed draft MORs.	0.50	720.00
Jaweed, Azher	58314720	12/15/2021	ECF Filing Notice of Entry of Order Approving Disclosure Statement. (OT).	3.10	666.50
Matter Totals				282.80	228,637.50

MATTER: 21372.008 – CASH MANAGEMENT

<u>Timekeeper</u>	<u>ID</u>	<u>Work Date</u>	<u>Time Description</u>	<u>Bill Hours</u>	<u>Bill Amount</u>
VanLare, Jane	57997482	10/26/2021	Revised cash management motion (.5).	0.50	720.00
Bremer, Sabrina	57979431	10/27/2021	Revise proposed interim cash management order for submission to chambers.	0.40	238.00
Kim, Hoo Ri	58011545	11/1/2021	Reviewing interim cash management order.	0.30	267.00
Kim, Hoo Ri	58015378	11/2/2021	Reviewing cash management interim order.	0.60	534.00
Kim, Hoo Ri	58021209	11/2/2021	Call with J. Nadkarni (US Trustee's office) regarding cash management order.	0.20	178.00
Kim, Hoo Ri	58027635	11/3/2021	Reviewing interim cash management order.	0.70	623.00
Kim, Hoo Ri	58032934	11/4/2021	Drafting email for chambers for motion to waive filing equityholder list.	0.30	267.00
Kim, Hoo Ri	58033249	11/4/2021	Drafting motion to shorten notice period for motion to waive equityholder list.	2.50	2,225.00
Bremer, Sabrina	58034568	11/4/2021	Review Prime Clerk affidavit of service to check service of cash management motion to all necessary parties.	0.30	178.50
VanLare, Jane	58051989	11/7/2021	Reviewed draft final cash management order.	0.10	144.00
Bremer, Sabrina	58049499	11/8/2021	Prepare second interim cash management order for filing.	0.10	59.50
Kim, Hoo Ri	58070409	11/10/2021	Revising final cash management motion.	0.10	89.00
Kim, Hoo Ri	58096495	11/15/2021	Reviewing bank statements.	0.10	89.00
Kim, Hoo Ri	58199567	12/2/2021	Reviewing questions from client regarding investments under cash management order.	0.50	445.00
Kim, Hoo Ri	58230234	12/8/2021	Revising final cash management order	2.60	2,314.00
Bremer, Sabrina	58231180	12/8/2021	Revise email to chambers of Judge S. Lane with attention to edits from H. Kim regarding cash management motion.	0.30	178.50
VanLare, Jane	58238812	12/8/2021	Reviewed draft final cash management order.	0.20	288.00
VanLare, Jane	58244449	12/9/2021	Correspondence with H. Kim re cash management order	0.10	144.00
Kim, Hoo Ri	58235458	12/9/2021	Revising final cash management order	0.60	534.00
Matter Totals				10.50	9,515.50

MATTER: 21372.010 – EMPLOYEE MATTERS

<u>Timekeeper</u>	<u>ID</u>	<u>Work Date</u>	<u>Time Description</u>	<u>Bill Hours</u>	<u>Bill Amount</u>
VanLare, Jane	57997538	10/26/2021	Reviewed draft employees motion.	0.50	720.00
Kim, Hoo Ri	58062945	11/3/2021	Reviewing interim wages order.	1.00	890.00
Kim, Hoo Ri	58042429	11/5/2021	Revising final wages order.	0.60	534.00
Kim, Hoo Ri	58044481	11/6/2021	Revising final wages order per US Trustee comments.	0.60	534.00
Kim, Hoo Ri	58061018	11/9/2021	Revising final wages order per comments from Shearman.	1.00	890.00
Bremer, Sabrina	58070071	11/10/2021	Revise proposed final wages order with attention to comments from Shearman.	0.20	119.00
Kim, Hoo Ri	58070019	11/10/2021	Further revising final wages order per comments from Shearman.	0.50	445.00
Kim, Hoo Ri	58103595	11/16/2021	Reviewing final wages order for court submission.	0.60	534.00
Matter Totals				5.00	4,666.00

MATTER: 21372.013 – PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT

<u>Timekeeper</u>	<u>ID</u>	<u>Work Date</u>	<u>Time Description</u>	<u>Bill Hours</u>	<u>Bill Amount</u>
VanLare, Jane	57997477	10/26/2021	Call with M. Weinberg regarding revised disclosure statement exhibits (.2).	0.20	288.00
Weinberg, Michael	58417371	10/26/2021	Call with J. VanLare regarding revised disclosure statement exhibits.	0.20	178.00
VanLare, Jane	58031608	10/27/2021	Reviewed proposed plan confirmation timeline.	0.10	144.00
VanLare, Jane	58031936	10/28/2021	Created confirmation hearing and effective date timeline.	0.90	1,296.00
Weinberg, Michael	58007741	11/1/2021	Reviewed UST comments on the chapter 11 plan.	0.30	267.00
Ross, Skyler	58017236	11/2/2021	Revised Chapter 11 plan to incorporate comments from the U.S. Trustee.	1.00	595.00
Ross, Skyler	58025487	11/3/2021	Revised chapter 11 plan in response to comments from the U.S. Trustee.	2.30	1,368.50
Kim, Hoo Ri	58033619	11/4/2021	Revising ATOP notice.	0.30	267.00
Kim, Hoo Ri	58037039	11/4/2021	Drafting notice of ATOP event.	2.10	1,869.00
Kim, Hoo Ri	58041990	11/5/2021	Revising notice of ATOP event.	0.70	623.00
VanLare, Jane	58050907	11/5/2021	Reviewed ATOP notice.	0.50	720.00
VanLare, Jane	58080326	11/8/2021	Reviewed ATOP notice.	0.10	144.00
Wallance, Carina S.	58416945	11/8/2021	Review and comment to notice to ATOP event (0.50).	0.50	547.50
Kim, Hoo Ri	58050877	11/8/2021	Revising ATOP notice.	1.80	1,602.00
Kim, Hoo Ri	58055213	11/8/2021	Reviewing questions from client regarding payments for new notes guarantees.	0.20	178.00
Kim, Hoo Ri	58059233	11/9/2021	Reviewing ATOP notice.	0.30	267.00
Weinberg, Michael	58067735	11/10/2021	Reviewed issues related to draft amended corporate governance documents.	0.90	801.00
Weinberg, Michael	58069117	11/10/2021	Call with S. Bremer to discuss drafting of Confirmation Order.	0.20	178.00
Bremer, Sabrina	58069158	11/10/2021	Call with M. Weinberg to discuss drafting of Confirmation Order.	0.20	119.00
Kim, Hoo Ri	58070470	11/10/2021	Reviewing distribution mechanics under ATOP Notice.	1.10	979.00
Weinberg, Michael	58076109	11/11/2021	Correspondence with O. Gutierrez (Posadas) and J. VanLare regarding amending debtor bylaws.	0.30	267.00
Kim, Hoo Ri	58080914	11/12/2021	Reviewing confirmation brief.	0.40	356.00
Kim, Hoo Ri	58082996	11/12/2021	Reviewing distribution mechanics under ATOP notice.	0.10	89.00
Kim, Hoo Ri	58095771	11/15/2021	Reviewing declarations in support of confirmation.	1.10	979.00
Kim, Hoo Ri	58095989	11/15/2021	Call with S. Ross regarding confirmation brief and supporting materials.	0.30	267.00
Kim, Hoo Ri	58096469	11/15/2021	Reviewing ATOP notice regarding distributions.	0.70	623.00
Ross, Skyler	58096099	11/15/2021	Call with H. Kim regarding confirmation brief and supporting materials.	0.30	178.50
Ross, Skyler	58102485	11/16/2021	Scheduled meeting with the U.S. Trustee's office regarding comments to the proposed chapter 11 plan.	0.10	59.50
Ross, Skyler	58100261	11/16/2021	Reviewed Grupo Posadas's confirmation declaration.	3.10	1,844.50

Ross, Skyler	58102951	11/16/2021	Reviewed DD3's confirmation declaration.	1.10	654.50
VanLare, Jane	58111692	11/16/2021	Correspondence with the UST regarding RSA motion and plan comments (.5); reviewed draft plan supplement exhibit (.1).	0.60	864.00
Weinberg, Michael	58100587	11/16/2021	Call with S. Bremer regarding the confirmation order.	0.30	267.00
Weinberg, Michael	58101032	11/16/2021	Reviewed issues related to UST comments to chapter 11 plan.	1.00	890.00
Kim, Hoo Ri	58101145	11/16/2021	Reviewing mechanics of ATOP distributions.	0.70	623.00
Kim, Hoo Ri	58102811	11/16/2021	Reviewing draft of plan supplement.	1.10	979.00
Kim, Hoo Ri	58104407	11/16/2021	Reviewing DD3 declaration in support of confirmation.	0.50	445.00
Bremer, Sabrina	58099080	11/16/2021	Draft confirmation order.	2.20	1,309.00
Bremer, Sabrina	58100842	11/16/2021	Call with M. Weinberg regarding the confirmation order.	0.30	178.50
Bremer, Sabrina	58107236	11/17/2021	Draft confirmation order.	4.60	2,737.00
Bremer, Sabrina	58111281	11/17/2021	Call with J. VanLare, M. Weinberg, H. Kim, S. Ross, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding UST comments on the Plan.	0.40	238.00
Kim, Hoo Ri	58109446	11/17/2021	Call with J. VanLare, M. Weinberg, S. Ross, S. Bremer, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding UST comments on the Plan (.4).	0.40	356.00
Kim, Hoo Ri	58110563	11/17/2021	Reviewing plan supplement notice.	0.40	356.00
Kim, Hoo Ri	58111106	11/17/2021	Reviewing Barrera declaration for confirmation.	1.10	979.00
Weinberg, Michael	58110637	11/17/2021	Call with J. VanLare, H. Kim, S. Ross, S. Bremer, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding UST comments on the Plan.	0.40	356.00
Ross, Skyler	58108250	11/17/2021	Prepared notice of amended plan.	0.70	416.50
Ross, Skyler	58109411	11/17/2021	Call with J. VanLare, M. Weinberg, H. Kim, S. Bremer, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding UST comments on the Plan.	0.40	238.00
Ross, Skyler	58107162	11/17/2021	Reviewed confirmation declarations.	0.10	59.50
Weinberg, Michael	58108745	11/17/2021	Revised Posadas plan based on comments from the UST (0.8); correspondence with J. VanLare regarding same (0.2).	1.00	890.00
VanLare, Jane	58114916	11/17/2021	Reviewed draft markup of the plan (.5); Call with M. Weinberg, H. Kim, S. Ross, S. Bremer, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding UST comments on the Plan (.4).	0.90	1,296.00
VanLare, Jane	58122101	11/18/2021	Reviewed draft notice of filing the Plan supplement (.1); reviewed comments to the plan (.1).	0.20	288.00
Ross, Skyler	58117489	11/18/2021	Corresponded with J. VanLare regarding Notice of Plan Supplement.	0.10	59.50
Ross, Skyler	58120764	11/18/2021	Drafted confirmation brief.	0.60	357.00
Ross, Skyler	58114523	11/18/2021	Revised notice of plan supplement.	0.30	178.50
Ross, Skyler	58116145	11/18/2021	Drafted confirmation brief.	0.30	178.50
Ross, Skyler	58116440	11/18/2021	Reviewed list of directors and officers of the reorganized debtors for Plan Supplement.	0.10	59.50
Weinberg, Michael	58116149	11/18/2021	Reviewed draft confirmation order.	1.20	1,068.00

Kim, Hoo Ri	58115161	11/18/2021	Reviewing notice of plan supplement.	0.60	534.00
Kim, Hoo Ri	58115242	11/18/2021	Reviewing distribution mechanics for new notes.	4.30	3,827.00
Kim, Hoo Ri	58115716	11/18/2021	Reviewing proposed amendments to plan.	0.20	178.00
Kim, Hoo Ri	58115934	11/18/2021	Reviewing confirmation brief.	0.50	445.00
Bremer, Sabrina	58115503	11/18/2021	Draft confirmation order.	2.80	1,666.00
Kim, Hoo Ri	58124770	11/19/2021	Reviewing comments from UST to plan.	0.10	89.00
Kim, Hoo Ri	58124851	11/19/2021	Revising Barrera declaration in support of confirmation.	4.60	4,094.00
Kim, Hoo Ri	58125915	11/19/2021	Call with S. Ross regarding confirmation declarations and brief.	0.20	178.00
Kim, Hoo Ri	58122010	11/19/2021	Revising notice of plan supplement.	0.90	801.00
Kim, Hoo Ri	58122080	11/19/2021	Reviewing distribution mechanics for new notes.	0.90	801.00
Weinberg, Michael	58121128	11/19/2021	Reviewed issues related to the UST comments on the plan release provision.	0.30	267.00
Ross, Skyler	58120832	11/19/2021	Reviewed Plan Supplement requirements.	0.30	178.50
Ross, Skyler	58122770	11/19/2021	Revised plan supplement.	0.30	178.50
Ross, Skyler	58122912	11/19/2021	Corresponded with J. VanLare regarding contents of Plan Supplement.	0.20	119.00
Ross, Skyler	58123094	11/19/2021	Prepared Plan Supplement for filing.	0.30	178.50
Ross, Skyler	58123199	11/19/2021	Drafted confirmation brief.	4.00	2,380.00
Ross, Skyler	58125913	11/19/2021	Call with H. Kim regarding confirmation declarations and brief.	0.20	119.00
Ross, Skyler	58125949	11/19/2021	Reviewed confirmation declarations.	0.10	59.50
Ross, Skyler	58126635	11/20/2021	Drafted confirmation brief.	1.40	833.00
VanLare, Jane	58170214	11/20/2021	Reviewed draft plan supplement (.1); Email to R. Cooper and J. Juantorena regarding closing (.3).	0.40	576.00
Kim, Hoo Ri	58127860	11/21/2021	Reviewing plan regarding notes issuance mechanics.	0.40	356.00
Kim, Hoo Ri	58127912	11/21/2021	Revising confirmation brief.	3.50	3,115.00
Kim, Hoo Ri	58133090	11/22/2021	Reviewing distribution mechanics for new notes.	0.10	89.00
Kim, Hoo Ri	58133497	11/22/2021	Revising draft of confirmation brief (2); Reviewing release and exculpation section of confirmation brief (1.5); Reviewing comments to confirmation brief from S. Ross (1); Reviewing disclosure requirements for corporate governance documents for compliance with section 1123(a)(6) (1); Drafting list of internal follow up items for confirmation brief (.4).	5.90	5,251.00
Kim, Hoo Ri	58134696	11/22/2021	Reviewing issue regarding indenture trustee fees.	0.60	534.00
Kim, Hoo Ri	58136348	11/22/2021	Revising notice of plan supplement.	0.30	267.00
Kim, Hoo Ri	58138918	11/22/2021	Reviewing proposed amendments to plan.	0.90	801.00
VanLare, Jane	58170132	11/22/2021	Reviewed plan amendments (.2); call with M. Weinberg regarding same (.4).	0.60	864.00
Ross, Skyler	58136980	11/22/2021	Corresponded with J. VanLare, S. Bremer, H. Kim, M. Weinberg, J. Mezei (Shearman), J. Wishnew (Shearman), J. Moss (Shearman), and M. Shapiro (Shearman) regarding notice of plan supplement.	0.20	119.00
Ross, Skyler	58138905	11/22/2021	Researched confirmation briefs in prior cases.	0.70	416.50
Weinberg, Michael	58129938	11/22/2021	Revised draft confirmation order.	3.10	2,759.00

Weinberg, Michael	58133717	11/22/2021	Correspondence with J. VanLare, R. Vyskocil (Prime Clerk), J. Wishnew (Shearman), and P. Mijares (Mijares) regarding amended plan based on UST comments (1.2); correspondence with J. VanLare and H. Kim regarding treatment of indenture trustee fees under the amended plan (0.4); reviewed comments from Chubb insurance on proposed confirmation order (0.3).	1.90	1,691.00
Weinberg, Michael	58417388	11/22/2021	Call with J. VanLare regarding plan amendments.	0.30	267.00
Weinberg, Michael	58211602	11/23/2021	Call with J. VanLare to discuss Chubb comments to proposed confirmation order.	0.40	356.00
VanLare, Jane	58172160	11/23/2021	Reviewed bylaws amendment (0.1) and proposed plan amendments (0.1).	0.20	288.00
Cheung, Su Y.	58192140	11/23/2021	Circulated Plan Supplements from ExGen and Tidewater bankruptcies to H. Kim.	0.10	25.00
Cheung, Su Y.	58192194	11/23/2021	Supervised e-filing of Plan Supplement (.1); conferred with S. Libberton regarding same (.1).	0.20	50.00
VanLare, Jane	58417393	11/23/2021	Call with M. Weinberg to discuss Chubb comments to proposed confirmation order.	0.40	576.00
Libberton, Samuel D.	58166969	11/23/2021	File Supplement to Plan, correspond with S. Cheung regarding same.	0.40	86.00
Ross, Skyler	58142183	11/23/2021	Revised confirmation brief.	1.30	773.50
Ross, Skyler	58143131	11/23/2021	Prepared Plan Supplement for filing.	1.50	892.50
Ross, Skyler	58143992	11/23/2021	Reviewed confirmation briefs from prior cases.	0.30	178.50
Ross, Skyler	58145287	11/23/2021	Corresponded with PrimeClerk regarding service of the plan supplement.	0.10	59.50
VanLare, Jane	58170005	11/23/2021	Reviewed plan supplement (.5); drafted response to US Trustee (.4); reviewed draft DD3 confirmation declaration (.3).	1.20	1,728.00
Weinberg, Michael	58145368	11/23/2021	Revised draft proposed confirmation order (0.4); correspondence with J. VanLare and S. Bremer re same (0.3); reviewed issues related to draft plan supplement (0.5); reviewed comments from the UST and Ad Hoc Group on the amended plan (0.5).	1.70	1,513.00
Weinberg, Michael	58139602	11/23/2021	Revised draft confirmation order (3.4); reviewed comments from S. Bremer regarding same (0.5); correspondence with J. VanLare and S. Bremer regarding same (0.3).	4.20	3,738.00
Kim, Hoo Ri	58141388	11/23/2021	Revising notice of plan supplement.	3.30	2,937.00
Kim, Hoo Ri	58143253	11/23/2021	Revising confirmation brief.	4.30	3,827.00
Kim, Hoo Ri	58145853	11/23/2021	Reviewing proposed amendments to plan.	0.20	178.00
Bremer, Sabrina	58143195	11/23/2021	Review M. Weinberg comments to draft confirmation order.	0.40	238.00
Bremer, Sabrina	58144028	11/23/2021	Revise draft confirmation order with attention to M. Weinberg comments.	4.20	2,499.00
Adubofour, Akosua	58171491	11/23/2021	Reformatted New Notes Indenture document for plan supplement per H. Kim and S. Ross.	0.40	130.00
Kim, Hoo Ri	58149195	11/24/2021	Revising DD3 declaration in support of confirmation.	1.30	1,157.00
Kim, Hoo Ri	58149355	11/24/2021	Follow up correspondence with Prime Clerk regarding proof of publication.	1.10	979.00
Kim, Hoo Ri	58150701	11/24/2021	Reviewing new notes distribution mechanics.	0.20	178.00
Kim, Hoo Ri	58151527	11/24/2021	Reviewing opt in form notice.	0.20	178.00

Kim, Hoo Ri	58151941	11/24/2021	Reviewing amendments to plan.	0.10	89.00
Kim, Hoo Ri	58152233	11/24/2021	Reviewing issues regarding indenture trustee fees.	1.50	1,335.00
Kim, Hoo Ri	58152907	11/24/2021	Reviewing confirmation brief.	0.50	445.00
Weinberg, Michael	58148184	11/24/2021	Correspondence with J. VanLare, S. Arbeit (UST), O. Gutierrez (Posadas), J. Wishnew (Shearman) and P. Mijares (Mijares) regarding UST questions on draft amended plan (1.7); revised amended plan to address UST comments (0.5).	2.20	1,958.00
Weinberg, Michael	58149006	11/24/2021	Reviewed comments from Chubb on proposed confirmation order (1.5); correspondence with J. VanLare re same (0.3).	1.80	1,602.00
Ross, Skyler	58150005	11/24/2021	Reviewed DD3 confirmation declaration.	0.60	357.00
Weinberg, Michael	58151660	11/24/2021	Call with J. VanLare, S. Arbeit (UST) (partial .2), T. Tiantian (UST) (partial .2) and A. Wells (UST) (partial .2).	0.40	356.00
VanLare, Jane	58172180	11/24/2021	Reviewed comments to the plan from the US Trustee and Shearman and Sterling (.5); call with M. Weinberg, S. Arbeit (UST) (partial .2), T. Tiantian (UST) (partial .2) and A. Wells (UST) (partial .2).	0.90	1,296.00
Weinberg, Michael	58158753	11/26/2021	Correspondence with O. Gutierrez (Posadas) regarding revised chapter 11 plan (0.1); correspondence with S. Arbeit (UST) regarding same (0.2); correspondence with J. Wishnew (Shearman) regarding same (0.1).	0.40	356.00
VanLare, Jane	58169620	11/28/2021	Reviewed plan amendments.	0.20	288.00
VanLare, Jane	58180805	11/29/2021	Reviewed comments to plan and confirmation order (1); reviewed draft Barrera declaration (.4); reviewed plan supplement filing (.1).	1.50	2,160.00
Ross, Skyler	58169841	11/29/2021	Revised notice of filing of translated exhibits.	0.20	119.00
Ross, Skyler	58168149	11/29/2021	Drafted notice of filing of translations of exhibits to plan supplement.	0.50	297.50
Ross, Skyler	58170724	11/29/2021	Corresponded with J. VanLare and H. Kim regarding filing translations of amended corporate governance documents.	0.10	59.50
Weinberg, Michael	58167744	11/29/2021	Correspondence with S. Arbeit (UST) regarding revised plan (0.1); correspondence with O. Gutierrez (Posadas) regarding same (0.2); correspondence with J. VanLare regarding same (0.1); correspondence with J. Wishnew (Shearman) regarding same (0.2).	0.60	534.00
Weinberg, Michael	58171056	11/29/2021	Reviewed issues related to Chubb comments on proposed confirmation order (0.8); correspondence with O. Gutierrez (Posadas) regarding same (0.2); correspondence with J. VanLare regarding same (0.2).	1.20	1,068.00
Kim, Hoo Ri	58166023	11/29/2021	Reviewing translations for plan supplement exhibits.	1.00	890.00
Kim, Hoo Ri	58166507	11/29/2021	Reviewing amendments to plan.	0.20	178.00
Kim, Hoo Ri	58166544	11/29/2021	Reviewing DD3 declaration in support of confirmation.	1.10	979.00
Kim, Hoo Ri	58167790	11/29/2021	Reviewing new notes distribution mechanics.	1.80	1,602.00
Kim, Hoo Ri	58169577	11/29/2021	Reviewing issues regarding indenture trustee fees.	0.70	623.00
Kim, Hoo Ri	58171156	11/29/2021	Reviewing opt in creditors list (.3); correspondence with client re: same (.1); correspondence with Prime Clerk re: same (.1);	1.50	1,335.00

			correspondence with Shearman team regarding substitute consideration for noteholders (.5); correspondence with Prime Clerk team re: qualified/nonqualified holder elections (.2); reviewing chart of qualified/non-qualified holder elections (.3).		
Kim, Hoo Ri	58174561	11/30/2021	Reviewing notice of plan supplement translations.	2.80	2,492.00
Kim, Hoo Ri	58174838	11/30/2021	Reviewing question from ad hoc group counsel regarding non-qualified holders.	1.10	979.00
Kim, Hoo Ri	58178290	11/30/2021	Call with S. Ross regarding confirmation brief.	0.10	89.00
Kim, Hoo Ri	58179176	11/30/2021	Correspondence with G. De Prevoisin (Posadas) regarding non-qualified holders.	0.10	89.00
Kim, Hoo Ri	58179198	11/30/2021	Reviewing Barrera declaration.	1.10	979.00
Weinberg, Michael	58175622	11/30/2021	Prepared revised plan for filing (0.4); drafted notice of revised plan (0.3); correspondence with J. VanLare regarding revised plan and corresponding notice (0.2); correspondence with B. Cyr regarding same (0.2).	1.10	979.00
Weinberg, Michael	58175636	11/30/2021	Reviewed Chubb comments on the proposed confirmation order (0.3); correspondence with O. Gutierrez (Posadas) regarding same (0.2); correspondence with J. VanLare regarding same (0.2); call with G. Loomis (McElroy Deutsche) regarding comments of Chubb Surety (0.1); correspondence with G. Loomis (McElroy Deutsche) regarding same (0.1); correspondence with D. Martin (Chubb Mexico) regarding proposed language (0.2).	1.10	979.00
Ross, Skyler	58175472	11/30/2021	Prepared notice of filing of translations of plan supplement exhibits for filing.	0.40	238.00
Ross, Skyler	58175695	11/30/2021	Revised confirmation declarations.	0.60	357.00
Ross, Skyler	58177406	11/30/2021	Revised confirmation brief.	2.60	1,547.00
Ross, Skyler	58178213	11/30/2021	Call with H. Kim regarding confirmation brief.	0.10	59.50
Ferro, Julia	58190914	11/30/2021	File Amended Chapter 11 Plan (.2) and Notice of Filing of Amended Chapter 11 Plan (.2), confer w/ B. Cyr and M. Weinberg regarding same (.2).	0.60	129.00
VanLare, Jane	58191681	11/30/2021	Reviewed amended plan and related comments (.1); reviewed confirmation order (.8); reviewed plan supplement and amended plan exhibits (.6); corresponded with M. Weinberg regarding same (.2).	1.70	2,448.00
VanLare, Jane	58197735	12/1/2021	Reviewed draft confirmation order (.8); reviewed draft confirmation brief (.8); correspondence with R. Cooper regarding confirmation hearing (.1).	1.70	2,448.00
VanLare, Jane	58197775	12/1/2021	Reviewed draft confirmation brief (1.1); reviewed draft confirmation declarations (.1); planning for confirmation hearing (.1).	1.30	1,872.00
VanLare, Jane	58197817	12/1/2021	Call with R. Cooper, H. Kim, C. Wallance, C. Cardoza Vidal, M. Weinberg; O. Gutierrez (Posadas), V. Bonhon (Posadas), G. De Provision (Posadas), A. Medina (Posadas); S. Toub (Kekst), R. Lovern (Kekst), L. Cohen (Kekst) regarding case timeline.	0.50	720.00
VanLare, Jane	58418534	12/1/2021	Call with R. Cooper, M. Weinberg, C. Wallance, H. Kim, O. Gutierrez (Posadas), V. Bohon (Posadas), G. De Prevoisin (Posadas), A. Medina (Posadas), S. Taub (Kekst), L. Cohen (Kekst) and R. Lovern (Kekst) to discuss issues related to confirmation hearing and plan effective date.	0.50	720.00

Wallance, Carina S.	58418545	12/1/2021	Call with R. Cooper, J. VanLare, M. Weinberg, H. Kim, O. Gutierrez (Posadas), V. Bohon (Posadas), G. De Prevoisin (Posadas), A. Medina (Posadas), S. Taub (Kekst), L. Cohen (Kekst) and R. Lovern (Kekst) to discuss issues related to confirmation hearing and plan effective date.	0.50	547.50
Ross, Skyler	58185268	12/1/2021	Reviewed comments to the confirmation brief.	0.10	59.50
Ross, Skyler	58189211	12/1/2021	Revised confirmation brief.	0.80	476.00
Ross, Skyler	58191341	12/1/2021	Reviewed comments to confirmation declarations.	0.10	59.50
Ross, Skyler	58193387	12/1/2021	Reviewed case law involving releases.	0.10	59.50
Ross, Skyler	58193902	12/1/2021	Reviewed section of confirmation brief.	0.20	119.00
Ross, Skyler	58193944	12/1/2021	Researched release provisions in prior cases.	2.00	1,190.00
Weinberg, Michael	58181439	12/1/2021	Revised confirmation order based on comments from J. VanLare and to reflect amended chapter 11 plan (1.1); correspondence with S. Bremer regarding same (0.3); reviewed S. Bremer revisions to confirmation order (0.4); correspondence with Posadas, Ritch Mueller, Creel and DD3 teams regarding revised confirmation order (0.2); correspondence with J. Wishnew (Shearman) regarding same (0.1); correspondence with Prime Clerk team regarding same (0.1); correspondence with C. Wallance, C. Cardoza Vidal and J. Repond regarding same (0.1); reviewed draft press release related to plan confirmation (0.2).	2.50	2,225.00
Weinberg, Michael	58186090	12/1/2021	Call with R. Cooper, J. VanLare, C. Wallance, H. Kim, O. Gutierrez (Posadas), V. Bohon (Posadas), G. De Prevoisin (Posadas), A. Medina (Posadas), S. Taub (Kekst), L. Cohen (Kekst) and R. Lovern (Kekst) to discuss issues related to confirmation hearing and plan effective date.	0.50	445.00
Cooper, Richard J.	58418531	12/1/2021	Call with M. Weinberg, J. VanLare, C. Wallance, H. Kim, O. Gutierrez (Posadas), V. Bohon (Posadas), G. De Prevoisin (Posadas), A. Medina (Posadas), S. Taub (Kekst), L. Cohen (Kekst) and R. Lovern (Kekst) to discuss issues related to confirmation hearing and plan effective date.	0.50	825.00
Kim, Hoo Ri	58183600	12/1/2021	Reviewing Barrera declaration.	0.30	267.00
Kim, Hoo Ri	58185867	12/1/2021	Revising confirmation brief.	8.10	7,209.00
Kim, Hoo Ri	58186117	12/1/2021	Call with R. Cooper, J. VanLare, C. Wallance, C. Cardoza Vidal, M. Weinberg; O. Gutierrez (Posadas), V. Bonhon (Posadas), G. De Provision (Posadas), A. Medina (Posadas); S. Toub (Kekst), R. Lovern (Kekst), L. Cohen (Kekst) regarding case timeline.	0.40	356.00
Kim, Hoo Ri	58194348	12/1/2021	Reviewing issue regarding identity of ad hoc group noteholders who tendered notes.	0.50	445.00
Kim, Hoo Ri	58194600	12/1/2021	Revising declarations in support of confirmation.	1.30	1,157.00
Bremer, Sabrina	58184093	12/1/2021	Revise confirmation order with attention to J. VanLare comments.	1.30	773.50
Kim, Hoo Ri	58196265	12/2/2021	Reviewing confirmation brief.	3.60	3,204.00
Kim, Hoo Ri	58198502	12/2/2021	Reviewing Chubb objection.	0.00	0.00
Kim, Hoo Ri	58198825	12/2/2021	Reviewing opt in results.	0.10	89.00
Kim, Hoo Ri	58200256	12/2/2021	Reviewing Chubb objection.	1.50	1,335.00
Kim, Hoo Ri	58201466	12/2/2021	Drafting response to Chubb objection.	4.40	3,916.00

Adubofour, Akosua	58205633	12/2/2021	Bluebooked, proofread, created table of contents and table authorities for Halo Confirmation brief per S. Ross.	5.30	1,722.50
Weinberg, Michael	58200486	12/2/2021	Reviewed Chubb Surety's objection to the plan (0.3); reviewed comments from C. Wallance on draft confirmation order (0.3); correspondence with J. VanLare regarding same (0.2); reviewed comments from Chubb Surety on the proposed confirmation order (0.3); correspondence with J. VanLare and M. Morano (McElroy Deutsche) regarding same (0.3).	1.40	1,246.00
Ross, Skyler	58196291	12/2/2021	Attended to finalizing the confirmation brief.	0.30	178.50
Ross, Skyler	58200316	12/2/2021	Reviewed objection to confirmation of the Plan.	0.40	238.00
Ross, Skyler	58200462	12/2/2021	Reviewed language proposed in objection to the Plan.	0.20	119.00
Ross, Skyler	58200972	12/2/2021	Revised confirmation brief.	1.40	833.00
Cruz Echeverria, Oriana	58210167	12/2/2021	Bluebooking Debtor's Memorandum of Law in Support of Confirmation per S. Ross.	3.30	1,072.50
Cruz Echeverria, Oriana	58210169	12/2/2021	Edits to the table of contents and authorities for the memorandum of law in support of confirmation.	0.20	65.00
Cruz Echeverria, Oriana	58210172	12/2/2021	Combining edits for the Debtors' Memorandum of Law in support of confirmation.	0.50	162.50
Cruz Echeverria, Oriana	58210182	12/2/2021	Making edits to the memorandum of law in support of confirmation.	2.20	715.00
VanLare, Jane	58210429	12/2/2021	Reviewed draft confirmation brief.	0.10	144.00
VanLare, Jane	58210440	12/2/2021	Call with M. Shapiro (Shearman) and J. Wishnew (Shearman) regarding Chubb objection (.3); call with M. Moran (McElroy Deutsch) regarding same) (.2); drafted correspondence to client regarding Chubb objection (.4).	0.90	1,296.00
VanLare, Jane	58222492	12/3/2021	Reviewed draft confirmation order (2.9); call with M. Weinberg regarding same (.1); reviewed draft Jarrera declaration (.2); reviewed draft confirmation brief (1).	4.20	6,048.00
Ross, Skyler	58204100	12/3/2021	Revised confirmation brief (2.0), Barrera declaration (0.5) and DD3 declaration (0.5) for filing.	3.00	1,785.00
Cyr, Brendan J.	58236792	12/3/2021	Coordinate filing and service of plan related documents (.2); confer with S. Ross and P. Boiko regarding same (.2).	0.40	402.00
VanLare, Jane	58222594	12/3/2021	Correspondence with M. Weinberg and S. Bremer regarding confirmation order.	0.20	288.00
Weinberg, Michael	58204915	12/3/2021	Drafted notice of proposed confirmation order.	0.30	267.00
Weinberg, Michael	58204032	12/3/2021	Revised proposed confirmation order based on comments from Chubb Surety, Posadas, Prime Clerk and Ad Hoc Group (3.0); correspondence with J. VanLare regarding same (0.8); correspondence with O. Gutierrez (Posadas) regarding same (0.5); correspondence with J. Wishnew (Shearman) regarding same (0.2); reviewed revisions to proposed confirmation order from S. Bremer (0.5); correspondence with S. Bremer regarding same (0.2).	5.20	4,628.00
Kim, Hoo Ri	58203014	12/3/2021	Drafting response to Chubb objection	0.10	89.00
Kim, Hoo Ri	58203339	12/3/2021	Revising confirmation brief	4.50	4,005.00

Kim, Hoo Ri	58204667	12/3/2021	Revising Barrera declaration	0.60	534.00
Kim, Hoo Ri	58204986	12/3/2021	Revising DD3 declaration for confirmation	0.40	356.00
Bremer, Sabrina	58203893	12/3/2021	Review Shearman & Sterling revisions to draft Confirmation Order.	0.90	535.50
Bremer, Sabrina	58204192	12/3/2021	Incorporate J. VanLare edits into draft confirmation order.	0.30	178.50
Bremer, Sabrina	58204397	12/3/2021	Incorporate Prime Clerk edits into draft Confirmation Order.	0.10	59.50
Bremer, Sabrina	58204818	12/3/2021	Write email to M. Weinberg regarding Shearman & Sterling revisions to draft Confirmation Order.	0.20	119.00
Bremer, Sabrina	58208597	12/4/2021	Draft notice of amended plan supplement and amended plan supplement.	0.50	297.50
Weinberg, Michael	58208472	12/4/2021	Call with J. Wishnew (Shearman) and J. VanLare to discuss draft confirmation order (0.3); call with J. VanLare regarding same (0.2).	0.50	445.00
Weinberg, Michael	58208332	12/4/2021	Reviewed issues related to draft amended plan supplement (0.2); revised draft confirmation order based on comments from J. Wishnew (Shearman) (0.2); correspondence with J. VanLare, C. Wallance and O. Gutierrez (Posadas) re draft confirmation order (1.0).	1.40	1,246.00
VanLare, Jane	58418238	12/4/2021	Call with J. Wishnew (Shearman) and M. Weinberg to discuss draft confirmation order (0.3); call with M. Weinberg regarding same (0.2).	0.50	720.00
VanLare, Jane	58221878	12/4/2021	Correspondence regarding confirmation order (.2); call with J. Wishnew (Shearman and Sterling) and M. Weinberg regarding same (.4); call with M. Weinberg regarding same (.2).	0.80	1,152.00
VanLare, Jane	58221836	12/5/2021	Correspondence with M. Weinberg regarding confirmation order (.1).	0.10	144.00
Weinberg, Michael	58209537	12/5/2021	Reviewed draft amended plan supplement (0.3); revised draft amended plan supplement (0.2); correspondence with S. Bremer regarding same (0.3); correspondence with O. Gutierrez (Posadas) regarding same (0.2); correspondence with O. Gutierrez (Posadas) regarding revised draft confirmation order (0.2); correspondence with S. Bremer regarding same (0.1); correspondence with J. Wishnew (Shearman) regarding same (0.2); correspondence with J. VanLare regarding same (0.2).	1.70	1,513.00
Bremer, Sabrina	58209622	12/5/2021	Revise amended plan supplement with attention to M. Weinberg comments.	0.50	297.50
Bremer, Sabrina	58209803	12/5/2021	Revise draft confirmation order with information about recent filings, including declarations and plan supplements.	0.80	476.00
Bremer, Sabrina	58208981	12/5/2021	Continue drafting of notice of amended plan supplement.	0.70	416.50
Bremer, Sabrina	58210252	12/5/2021	Revise amended plan supplement with new information on officer departures from the client.	0.30	178.50
Kim, Hoo Ri	58210208	12/5/2021	Reviewing DD3 declaration	0.20	178.00
Kim, Hoo Ri	58210300	12/5/2021	Reviewing disclosure statement	0.10	89.00
Kim, Hoo Ri	58209773	12/5/2021	Reviewing revised confirmation order	0.60	534.00
Kim, Hoo Ri	58209909	12/5/2021	Reviewing press release materials related to plan confirmation.	2.20	1,958.00
Kim, Hoo Ri	58210199	12/5/2021	Reviewing tabulation declaration	0.10	89.00

Kim, Hoo Ri	58213336	12/6/2021	Reviewing press releases for confirmation	2.00	1,780.00
Kim, Hoo Ri	58214528	12/6/2021	Preparation for confirmation hearing	1.30	1,157.00
Kim, Hoo Ri	58216035	12/6/2021	Reviewing agenda for confirmation hearing	1.50	1,335.00
Kim, Hoo Ri	58218321	12/6/2021	Correspondence with DD3 re: M. Werner declaration	0.30	267.00
Bremer, Sabrina	58215515	12/6/2021	Revise notice of filing of confirmation order.	0.30	178.50
Bremer, Sabrina	58215518	12/6/2021	Revise confirmation order.	0.30	178.50
Bremer, Sabrina	58218375	12/6/2021	Prepare confirmation order for filing.	0.30	178.50
Kim, Hoo Ri	58219552	12/6/2021	Reviewing ATOP election information	0.10	89.00
Weinberg, Michael	58214355	12/6/2021	Reviewed proposed confirmation order for filing (0.4); correspondence with S. Bremer, J. VanLare and J. Wishnew (Shearman) re same (0.8); correspondence with O. Gutierrez (Posadas) and P Boiko re draft amended plan supplement (0.3).	1.50	1,335.00
VanLare, Jane	58223207	12/6/2021	Reviewed amended plan supplement (0.5); reviewed confirmation hearing agenda (0.3); reviewed confirmation press release (0.4); reviewed draft confirmation order (.5).	1.70	2,448.00
Weinberg, Michael	58225039	12/7/2021	Correspondence with C. Wallance regarding proposed confirmation order.	0.10	89.00
VanLare, Jane	58239422	12/7/2021	Meeting with H. Kim, M. Werner (DD3), J. A. Alvarez (DD3), and D. Salim (DD3) regarding DD3 confirmation declaration (.2); reviewed draft communications material regarding confirmation (.1).	0.30	432.00
VanLare, Jane	58239431	12/7/2021	Prepared for confirmation hearing.	0.80	1,152.00
Cooper, Richard J.	58231509	12/7/2021	Emails regarding plan and status of closing.	0.50	825.00
Kim, Hoo Ri	58221969	12/7/2021	Meeting with J. VanLare; M. Werner (DD3), J. A. Alvarez (DD3), D. Salim (DD3) re: M. Werner confirmation declaration	0.20	178.00
Kim, Hoo Ri	58224679	12/7/2021	Drafting talking points for confirmation hearing	2.60	2,314.00
Kim, Hoo Ri	58224815	12/7/2021	Reviewing issues re: extending ATOP deadline	0.50	445.00
Kim, Hoo Ri	58225020	12/7/2021	Reviewing press releases for confirmation	0.40	356.00
Juantorena, Jorge U.	58246906	12/7/2021	Emails with J. VanLare regarding press strategy for plan confirmation.	0.30	486.00
Juantorena, Jorge U.	58257133	12/8/2021	Emails with J. VanLare regarding press strategy.	0.30	486.00
Kim, Hoo Ri	58228752	12/8/2021	Reviewing press releases related to confirmation.	0.50	445.00
Bremer, Sabrina	58230088	12/8/2021	Draft letter to chambers of Judge S. Lane regarding proposed confirmation order and retention applications.	0.50	297.50
Bremer, Sabrina	58231165	12/8/2021	Attended confirmation hearing.	0.90	535.50
Kim, Hoo Ri	58228762	12/8/2021	Reviewing binder for confirmation hearing	0.40	356.00
Kim, Hoo Ri	58229159	12/8/2021	Preparing for confirmation hearing	0.40	356.00
Kim, Hoo Ri	58229437	12/8/2021	Attending confirmation hearing	0.90	801.00
Kim, Hoo Ri	58230376	12/8/2021	Reviewing confirmation order for submission to chambers.	0.70	623.00
Weinberg, Michael	58229255	12/8/2021	Reviewed questions from J. VanLare on revised plan and confirmation hearing materials (0.3); reviewed correspondence with S. Taub (Kekst) on press release regarding entry of confirmation order (0.3); prepared final confirmation order for submission to chambers (0.2); correspondence with S. Bremer re same (0.2); correspondence with	1.30	1,157.00

			J. VanLare and H. Kim re submission of final orders to chambers (0.3).		
Weinberg, Michael	58229359	12/8/2021	Attended confirmation hearing.	0.90	801.00
VanLare, Jane	58238798	12/8/2021	Prepare for confirmation hearing (2.1); attended confirmation hearing (.9); reviewed email to Chambers (.2).	3.20	4,608.00
Ross, Skyler	58228688	12/8/2021	Prepared for confirmation hearing.	0.40	238.00
Ross, Skyler	58229369	12/8/2021	Attended Confirmation Hearing.	0.90	535.50
VanLare, Jane	58244464	12/9/2021	Drafted email to O. Gutierrez re confirmation order	0.10	144.00
Kim, Hoo Ri	58235737	12/9/2021	Reviewing confirmation order	0.10	89.00
Kim, Hoo Ri	58236055	12/9/2021	Drafting letter of transmittal	0.10	89.00
Bremer, Sabrina	58235498	12/9/2021	Review confirmation order to determine how to serve the confirmation notice upon required parties.	0.20	119.00
Bremer, Sabrina	58243204	12/10/2021	Draft notice of plan confirmation.	0.40	238.00
Bremer, Sabrina	58243668	12/10/2021	Correspond with J. VanLare regarding confirmation notice.	0.10	59.50
Bremer, Sabrina	58245869	12/10/2021	Correspond with Prime Clerk regarding confirmation notice to be served on master service list.	0.10	59.50
Kim, Hoo Ri	58244490	12/10/2021	Correspondence re: service for confirmation order with M. Weinberg.	0.30	267.00
Kim, Hoo Ri	58246093	12/10/2021	Reviewing confirmation hearing notice	0.10	89.00
Kim, Hoo Ri	58246273	12/10/2021	Reviewing distribution mechanics	0.40	356.00
Weinberg, Michael	58243585	12/10/2021	Reviewed confirmation order requirements related to confirmation hearing notice (0.4); correspondence with J. VanLare, S. Bremer and C. Mohan (Prime Clerk) re same (0.5); correspondence with S. Bremer and S. Ross re notice of effective date (0.2).	1.10	979.00
VanLare, Jane	58260044	12/10/2021	Reviewed announcement re: effective date.	0.10	144.00
Bremer, Sabrina	58250234	12/12/2021	Draft notice of plan effective date.	0.60	357.00
Bremer, Sabrina	58254158	12/13/2021	Continue drafting notice of plan effectiveness.	0.60	357.00
Bremer, Sabrina	58257632	12/13/2021	Analyze proposed disbursing agent agreement for substantive changes from precedent used in prior cases.	0.20	119.00
Bremer, Sabrina	58257721	12/13/2021	Revise notice of plan effectiveness with attention to M. Weinberg comments.	0.40	238.00
Bremer, Sabrina	58258256	12/13/2021	Correspond with G. Brunswick (Prime Clerk) regarding Cleary's revisions to draft disbursing agent agreement.	0.10	59.50
Bremer, Sabrina	58259544	12/13/2021	Revise draft disbursing agent agreement.	0.10	59.50
VanLare, Jane	58266967	12/13/2021	Correspondence re: plan and Effective Date with CGSH, Kekst and Posadas teams (2.2); reviewed disbursing agent agreement and correspondence re: same (.8); call with S. Toub (Kekst) re: effective date (.2); reviewed distribution notice and correspondence re: same (.4).	3.60	5,184.00
Kim, Hoo Ri	58259005	12/13/2021	Revising notice of distribution	1.80	1,602.00
Kim, Hoo Ri	58266618	12/14/2021	Revising notice of distribution	2.30	2,047.00
Kim, Hoo Ri	58266652	12/14/2021	Call with J. VanLare; J. Barrera (Posadas), G. de Prevoisin (Posadas); S. Toub (Kekst), L. Cohen (Kekst), R. Lovern (Kekst), J. Ramirez (Zimat),	0.30	267.00

			W. Halliday (Kekst), S. Ambrosi (Zimat) re: communication plan for effective date		
Kim, Hoo Ri	58268803	12/14/2021	Reviewing ad hoc group counsel invoice (as condition precedent to effective date)	0.10	89.00
Kim, Hoo Ri	58269345	12/14/2021	Reviewing press releases for effective date	1.00	890.00
Weinberg, Michael	58266703	12/14/2021	Reviewed plan distribution mechanics regarding effective date distributions and post-ATOP event tenders (0.3); reviewed issues related to occurrence of plan effective date (0.5).	0.80	712.00
VanLare, Jane	58302791	12/14/2021	Closing call with J. Wishnew and M. Shapiro (Shearman & Sterling), and C. Wallance and J. Repond (.5); call with clients re: closing (.4); reviewed draft closing-related documents (1.6); reviewed press release and evento relevante (.4).	2.90	4,176.00
Weinberg, Michael	58275351	12/15/2021	Correspondence with J. VanLare, C. Wallance, H. Kim and S. Bremer re occurrence of plan effective date and filing of notice re same.	0.70	623.00
VanLare, Jane	58283879	12/15/2021	Reviewed draft opinion (.1); reviewed notice of effective date and related announcements (.5).	0.60	864.00
VanLare, Jane	58283888	12/15/2021	Closing call with C. Wallance, J. Repodo, H. Kim, J. Barrera (posadas), O. Gutierrez (Posadas), Ritch Mueller, Mijares, Shearman & Sterling.	0.50	720.00
Kim, Hoo Ri	58271537	12/15/2021	Reviewing confirmation order	0.10	89.00
Kim, Hoo Ri	58272464	12/15/2021	Revising notice of distribution	1.00	890.00
Kim, Hoo Ri	58272785	12/15/2021	Reviewing ad hoc group invoices	0.30	267.00
Bremer, Sabrina	58275547	12/15/2021	Analyze whether all conditions for the plan to become effective were satisfied.	0.60	357.00
Bremer, Sabrina	58276619	12/15/2021	Prepare notice of plan effective date for filing on docket.	0.20	119.00
Matter Totals				271.00	235,823.50

MATTER: 21372.016 – INDENTURE AND COLLATERAL FOR NEW NOTES

<u>Timekeeper</u>	<u>ID</u>	<u>Work Date</u>	<u>Time Description</u>	<u>Bill Hours</u>	<u>Bill Amount</u>
Juantorena, Jorge U.	58007668	10/29/2021	Emails with C. Wallace and L. Nicolau (Ritch Mueller) regarding collateral structure and Mexican collateral agent.	0.50	810.00
Wallance, Carina S.	58008244	10/29/2021	Revise indenture (1.5); correspondence with Posadas and Ritch Mueller teams regarding trustee and agent roles (0.8).	2.30	2,518.50
Cardoza Vidal, Carla	57995383	10/29/2021	Marked up draft indenture (.5); emailed Ritch Mueller team re same (.1).	0.60	357.00
Wallance, Carina S.	58008313	10/30/2021	Reviewed restructuring term sheet.	1.80	1,971.00
Wallance, Carina S.	58008321	10/31/2021	Further revised draft indenture, including with respect to collateral provisions.	3.10	3,394.50
Brenneman, Adam J.	58033585	10/31/2021	Reviewed question regarding collateral agents.	0.30	435.00
Ross, Skyler	58001452	10/31/2021	Reviewed indenture precedents.	0.20	119.00
Cardoza Vidal, Carla	58005349	11/1/2021	Revised new notes indenture.	3.00	1,785.00
Juantorena, Jorge U.	58049269	11/1/2021	Emailed Shearman team regarding indenture timing and process (0.4); emailed Ritch Mueller team regarding indenture and collateral (0.4).	0.80	1,296.00
Wallance, Carina S.	58034015	11/1/2021	Further review and comment to draft indenture (2.30); correspondence with L. Nicolau (Ritch Mueller) regarding collateral provision review (0.50).	2.80	3,066.00
Wallance, Carina S.	58034039	11/2/2021	Finalize draft indenture and sent to Shearman (2.50); correspondence with L. Nicolau (Ritch Mueller) in connection with indenture collateral provisions (0.30); call with Citi regarding trustee role (0.20).	3.00	3,285.00
Wallance, Carina S.	58034086	11/3/2021	Revised draft closing checklist.	0.80	876.00
Cardoza Vidal, Carla	58024881	11/3/2021	Drafting of Closing Checklist.	1.60	952.00
Wallance, Carina S.	58054310	11/4/2021	Correspondence with O. Gutierrez (Posadas) regarding indenture trustee engagement.	0.30	328.50
Wallance, Carina S.	58054328	11/5/2021	Correspondence with Citi regarding collateral provisions in indenture.	0.50	547.50
Wallance, Carina S.	58073149	11/8/2021	Correspondence with Citi regarding trustee services (0.80).	0.80	876.00
Juantorena, Jorge U.	58058659	11/8/2021	Emails regarding collateral docs.	0.20	324.00
Cardoza Vidal, Carla	58052241	11/8/2021	Modifications to Accredited Investor definition.	1.00	595.00
Wallance, Carina S.	58073166	11/9/2021	Correspondence with Citi regarding information requests for collateral services.	0.50	547.50
Kim, Hoo Ri	58064357	11/9/2021	Reviewing question from client regarding payments for guarantees of new indenture.	0.90	801.00
Cardoza Vidal, Carla	58069924	11/10/2021	Call with indenture trustee (0.1); correspondence with O. Gutierrez (Posadas) explaining increase of fees (0.1).	0.20	119.00
Cardoza Vidal, Carla	58081354	11/12/2021	Revised draft indenture.	2.90	1,725.50
Wallance, Carina S.	58091927	11/12/2021	Reviewed markup of draft Indenture from Shearman (1.30); correspondence with O. Gutierrez (Posadas) regarding trustee and collateral agent (0.20).	1.50	1,642.50
Juantorena, Jorge U.	58091764	11/12/2021	Conference with C. Wallace regarding cap markets workstreams and staffing for cap markets.	0.50	810.00

Wallance, Carina S.	58101907	11/15/2021	Revised draft indenture (0.80); correspondence with O. Gutierrez (Posadas) regarding collateral agent role (0.20).	1.00	1,095.00
Wallance, Carina S.	58110579	11/16/2021	Reviewed comments on draft indenture.	2.00	2,190.00
Cardoza Vidal, Carla	58103034	11/16/2021	Consolidating comments to Indenture.	2.50	1,487.50
Cardoza Vidal, Carla	58107058	11/17/2021	Consolidated comments to the Indenture.	0.60	357.00
Cardoza Vidal, Carla	58108782	11/17/2021	Reviewed comments to the draft indenture.	0.50	297.50
Cardoza Vidal, Carla	58115605	11/17/2021	Call with J. VanLare; C. Wallance; H. Kim; J. Repond regarding timing of new notes issuance.	0.40	238.00
VanLare, Jane	58417209	11/17/2021	Call with H. Kim; C. Wallance; C. Cardoza Vidal; J. Repond regarding timing of new notes issuance.	0.40	576.00
Wallance, Carina S.	58136570	11/17/2021	Provided comments on indenture (1.50); reviewed closing checklist regarding notes issuance steps (1.00).	2.50	2,737.50
Kim, Hoo Ri	58108243	11/17/2021	Call with J. VanLare; C. Wallance; C. Cardoza Vidal; J. Repond regarding timing of new notes issuance.	0.30	267.00
Wallance, Carina S.	58418359	11/17/2021	Call with J. VanLare; C. Cardoza Vidal; H. Kim; J. Repond regarding timing of new notes issuance.	0.40	438.00
Repond, Jessica C.	58418323	11/17/2021	Call with J. VanLare; C. Wallance; H. Kim; C. Cardoza Vidal regarding timing of new notes issuance.	0.40	402.00
Repond, Jessica C.	58306824	11/18/2021	Participated in call with J. Lewis re: closing checklist and to dos	0.50	502.50
Repond, Jessica C.	58306827	11/18/2021	Drafted closing checklist	1.90	1,909.50
Wallance, Carina S.	58136620	11/18/2021	Coordinate notes issuance steps.	2.10	2,299.50
Repond, Jessica C.	58306857	11/19/2021	Participated in call with C. Cardoza and C. Wallance re: indenture comments.	0.50	502.50
Wallance, Carina S.	58136598	11/19/2021	Call with Shearman regarding indenture comments (0.50); review indenture revisions (0.50); review closing checklist and notes issuance steps (1.00).	2.00	2,190.00
Wallance, Carina S.	58137625	11/20/2021	Review indenture revisions.	1.00	1,095.00
Wallance, Carina S.	58137640	11/21/2021	Review Shearman mark-up to the indenture.	0.50	547.50
Wallance, Carina S.	58141152	11/22/2021	Review indenture to prepare for filing (2.40); call with Shearman regarding indenture provisions (0.20); call with Banamex regarding indenture provisions (0.20).	2.80	3,066.00
Juantorena, Jorge U.	58142032	11/22/2021	Emails regarding indenture, collateral docs and Ritch comments.	0.50	810.00
Wallance, Carina S.	58166212	11/23/2021	Finalize indenture for filing (1.25); correspondence with Ritch Mueller team regarding same (1.00).	2.30	2,518.50
Wallance, Carina S.	58192959	11/29/2021	Review indenture comments from collateral agent (0.3); coordinate notes issuance deliverables and process (1.00).	1.30	1,423.50
Cardoza Vidal, Carla	58166771	11/29/2021	Review indenture trustee comments on draft indenture.	0.40	238.00
Wallance, Carina S.	58192983	11/30/2021	Review collateral agent indenture comments (1.00); coordinate closing deliverables (1.00).	2.00	2,190.00
Wallance, Carina S.	58205894	12/1/2021	Call with Shearman regarding closing checklist (0.50); coordinate closing deliverables in preparation for new notes issuance (1.00); call with Ritch Mueller and Banamex teams regarding indenture (0.50).	2.00	2,190.00

Repond, Jessica C.	58353005	12/1/2021	Participated in closing preparation call with C. Cardoza; J. Lewis (Shearman), C. Wallance, J. Wishnew (Shearman), M. Shapiro (Shearman), J. Moss (Shearman), J. Mezei (Shearman), J. Little (Shearman)	0.50	502.50
Repond, Jessica C.	58353017	12/1/2021	Correspondence with O. Gutierrez, J. Javier and P. Aguilar re: Citibanamex KYC	0.20	201.00
Wallance, Carina S.	58205912	12/2/2021	Review comments to indenture (0.50); coordinate closing deliverables (1.00); correspondence with Shearman regarding listing requirements and closing deliverables (0.3).	1.80	1,971.00
Wallance, Carina S.	58217338	12/3/2021	Call with J. Repond, L. Nicolau (Ritch Mueller) and J. Alvarez (DD3) regarding collateral perfection timing (0.80); review revisions from collateral agent and Ritch Mueller team to Indenture (0.50); coordinate closing deliverables (1.00); correspondence with Posadas regarding indenture closing deliverables (0.50).	2.80	3,066.00
Cardoza Vidal, Carla	58204625	12/3/2021	Modification to indenture	0.10	59.50
VanLare, Jane	58418490	12/3/2021	Call with Shearman, Mijares, Posadas, and Ritch Mueller teams regarding collateral (.4).	0.40	576.00
Wallance, Carina S.	58217349	12/4/2021	Correspondence with M. Weinberg and J. Juantorena regarding comments to indenture concerning collateral.	0.50	547.50
Wallance, Carina S.	58217359	12/5/2021	Revised draft indenture.	0.50	547.50
Wallance, Carina S.	58242788	12/6/2021	Review indenture regarding pending information (0.50); review deliverables required for new notes issuance (1.00).	1.50	1,642.50
Juantorena, Jorge U.	58246852	12/6/2021	Emails with C. Wallance regarding collateral issues and indenture.	0.50	810.00
Roh, Taewan	58239906	12/6/2021	Responded to CGSH team question regarding notes issuance structure in precedent restructuring.	0.20	141.00
Brenneman, Adam J.	58266832	12/7/2021	Call with C. Wallance and J. Repond to discuss mechanics issues related to the New Notes issuance.	0.50	725.00
Repond, Jessica C.	58418367	12/7/2021	Call with J. Barrera (Posadas), O. Gutierrez (Posadas), V. Bohon (Posadas), G. De Prevoisin (Posadas), L. Nicolau (Ritch Mueller), G. Torres (Ritch Mueller), T. Bayo Canalizo (Ritch Mueller), T. Heather (Creel), J. Wishnew (Shearman), P. Meshoulam (Mijares), Imanol Dunand (Mijares), J. de la Pena Aguilar (Mijares), M. Werner (DD3), J. A. Alvarez (DD3), D. Salim (DD3), J. VanLare, C. Wallance, and M. Weinberg to discuss issues related to the New Notes issuance and collateral documentation.	0.30	301.50
Repond, Jessica C.	58418380	12/7/2021	Call with A. Brenneman and C. Wallance to discuss mechanics issues related to the New Notes issuance.	0.50	502.50
Repond, Jessica C.	58353380	12/7/2021	Call with A. Brenneman and C. Wallance to discuss mechanics issues related to the New Notes issuance	0.50	502.50
Wallance, Carina S.	58242857	12/7/2021	Call with A. Brenneman, and J. Repond to discuss mechanics issues related to the New Notes issuance.	0.50	547.50
Wallance, Carina S.	58242873	12/7/2021	Review legal opinion (0.50); review new notes issuance materials (0.50).	1.00	1,095.00
Wallance, Carina S.	58242878	12/7/2021	Call with J. Barrera (Posadas), O. Gutierrez (Posadas), V. Bohon (Posadas), G. De Prevoisin	0.30	328.50

			(Posadas), L. Nicolau (Ritch Mueller), G. Torres (Ritch Mueller), T. Bayo Canalizo (Ritch Mueller), T. Heather (Creel), J. Wishnew (Shearman), P. Meshoulam (Mijares), I. Dunand (Mijares), J. de la Pena Aguilar (Mijares), M. Werner (DD3), J. A. Alvarez (DD3), D. Salim (DD3), J. VanLare, J. Repond, H. Kim and M. Weinberg to discuss issues related to the New Notes issuance and collateral documentation.		
Kim, Hoo Ri	58224029	12/7/2021	Call with J. Barrera (Posadas), O. Gutierrez (Posadas), V. Bohon (Posadas), G. De Prevoisin (Posadas), L. Nicolau (Ritch Mueller), G. Torres (Ritch Mueller), T. Bayo Canalizo (Ritch Mueller), T. Heather (Creel), J. Wishnew (Shearman), P. Meshoulam (Mijares), Imanol Dunand (Mijares), J. de la Pena Aguilar (Mijares), M. Werner (DD3), J. A. Alvarez (DD3), D. Salim (DD3), J. VanLare, C. Wallance, J. Repond, and M. Weinberg to discuss issues related to the New Notes issuance and collateral documentation.	0.30	267.00
Acevedo Vazquez, Brayan	58224232	12/7/2021	Replied to J. Repond's question regarding prior indentures.	0.20	161.00
Weinberg, Michael	58224016	12/7/2021	Call with J. Barrera (Posadas), O. Gutierrez (Posadas), V. Bohon (Posadas), G. De Prevoisin (Posadas), L. Nicolau (Ritch Mueller), G. Torres (Ritch Mueller), T. Bayo Canalizo (Ritch Mueller), T. Heather (Creel), J. Wishnew (Shearman), P. Meshoulam (Mijares), I. Dunand (Mijares), J. de la Pena Aguilar (Mijares), M. Werner (DD3), J. A. Alvarez (DD3), D. Salim (DD3), J. VanLare, C. Wallance, J. Repond and H. Kim to discuss issues related to the New Notes issuance and collateral documentation.	0.30	267.00
VanLare, Jane	58418257	12/7/2021	Call with J. Barrera (Posadas), O. Gutierrez (Posadas), V. Bohon (Posadas), G. De Prevoisin (Posadas), L. Nicolau (Ritch Mueller), G. Torres (Ritch Mueller), T. Bayo Canalizo (Ritch Mueller), T. Heather (Creel), J. Wishnew (Shearman), P. Meshoulam (Mijares), I. Dunand (Mijares), J. de la Pena Aguilar (Mijares), M. Werner (DD3), J. A. Alvarez (DD3), D. Salim (DD3), J. VanLare, C. Wallance, J. Repond, H. Kim and M. Weinberg to discuss issues related to the New Notes issuance and collateral documentation.	0.30	432.00
Wallance, Carina S.	58242967	12/8/2021	Review closing deliverables and note issuance process (1.80); correspondence with Ritch Mueller, Shearman and Posadas teams regarding collateral documents (0.80).	2.60	2,847.00
Repond, Jessica C.	58353934	12/8/2021	Requested identifiers and revised closing documents	2.00	2,010.00
Repond, Jessica C.	58353950	12/8/2021	Revised closing checklist and drafted post-exit step presentation	2.50	2,512.50
Brenneman, Adam J.	58266753	12/8/2021	Email to J. Repond regarding LuxSE listing and reopening procedures.	0.30	435.00
Repond, Jessica C.	58354537	12/9/2021	Correspondence and call with O. Gutierrez regarding DTC riders	0.80	804.00
Repond, Jessica C.	58354541	12/9/2021	Prepared DTC eligibility documents	2.90	2,914.50
Wallance, Carina S.	58243032	12/9/2021	Review notes issuance deliverables (2.50); review related provisions of collateral documents (0.50); correspondence with trustee regarding notes issuance and related deliverables (0.50).	3.50	3,832.50

Weinberg, Michael	58240743	12/9/2021	Reviewed confirmation order with respect to cancellation of existing notes (0.4); correspondence with J. Repond regarding same (0.1).	0.50	445.00
Wallance, Carina S.	58268876	12/10/2021	Review closing deliverables, including indenture (3.50); call with J. Repond regarding notes issuance process (0.50).	4.00	4,380.00
Repond, Jessica C.	58354575	12/10/2021	Participated in call with C. Wallance, Hinckley Allen and Citi re: closing mechanics	0.50	502.50
Repond, Jessica C.	58354579	12/10/2021	Prepared DTC eligibility documents	1.20	1,206.00
Repond, Jessica C.	58418426	12/10/2021	Call with C. Wallance regarding notes issuance process.	0.50	502.50
Juantorena, Jorge U.	58257496	12/11/2021	Review legal opinion to trustee and collateral agent.	0.50	810.00
Wallance, Carina S.	58268894	12/11/2021	Drafting revisions to indenture and global notes.	1.50	1,642.50
Wallance, Carina S.	58268907	12/12/2021	Prepare closing deliverables and process for December 15 closing (4.00).	4.00	4,380.00
Repond, Jessica C.	58334359	12/12/2021	Correspondence with M. Mahaffie regarding DTC eligibility	0.50	502.50
Repond, Jessica C.	58334360	12/12/2021	Drafted notes issuance closing documents and correspondence with C. Wallance regarding the same	4.00	4,020.00
Cardoza Vidal, Carla	58250049	12/12/2021	Drafting of signature pages	1.20	714.00
Cardoza Vidal, Carla	58260754	12/13/2021	Compared indenture for new notes against recent precedent.	0.10	59.50
Repond, Jessica C.	58334369	12/13/2021	Correspondence with M. Tentindo, DD3 and PrimeClerk regarding notes issuance closing documents	1.00	1,005.00
Juantorena, Jorge U.	58287538	12/13/2021	Emails regarding closing with C. Wallance and L. Nicolau (Ritch Mueller).	1.00	1,620.00
Repond, Jessica C.	58334371	12/13/2021	Correspondence with M. Mahaffie regarding DTC eligibility	0.80	804.00
Repond, Jessica C.	58334373	12/13/2021	Reviewed and commented on notice of distribution and DTC instruction letter	0.80	804.00
Repond, Jessica C.	58334374	12/13/2021	Drafted and revised notes issuance closing documents	3.00	3,015.00
Wallance, Carina S.	58268924	12/13/2021	Review final sets of revisions of the indenture (2.00); review closing deliverables in preparation of closing (4.50); email correspondence with Prime Clerk and trustee regarding new notes issuance mechanics (1.00); email correspondence with Ritch Mueller team regarding Mexican collateral (0.50).	8.00	8,760.00
VanLare, Jane	58266987	12/13/2021	Reviewed draft legal opinion.	0.90	1,296.00
Wallance, Carina S.	58271746	12/14/2021	Posadas – Review and revision to multiple turns of the indenture (2.50); review and comment to multiple turns of all closing deliverables in anticipation of closing (5.00); various email correspondence with Prime Clerk, Cleary team and RM regarding foregoing (2.50).	10.00	10,950.00
Repond, Jessica C.	58334379	12/14/2021	Participated in call with C. Wallance, J. Wishnew, M. Shapiro and J. VanLare re: closing CPs	0.50	502.50
Repond, Jessica C.	58334380	12/14/2021	Participated in call with C. Wallance, PrimeClerk, Hinckley Allen and Citi re: closing mechanics	0.50	502.50
Repond, Jessica C.	58334382	12/14/2021	Drafted closing mechanics agenda	0.50	502.50

Repond, Jessica C.	58334383	12/14/2021	Correspondence with M. Tentindo, DD3 and PrimeClerk regarding notes issuance closing documents	1.50	1,507.50
Repond, Jessica C.	58334387	12/14/2021	Drafted and revised notes issuance closing documents	5.50	5,527.50
Cardoza Vidal, Carla	58264090	12/14/2021	Coordination with paralegal for Process Agent Appointment	0.10	59.50
Cardoza Vidal, Carla	58264528	12/14/2021	Coordinations with Paralegal regarding appointment of process agent	0.10	59.50
Wallance, Carina S.	58281310	12/15/2021	Closing call with all parties (0.20); coordinate with all parties to confirm satisfaction of CPs and arrange for closing, including DTC process with prime clerk (2.30).	2.50	2,737.50
Matter Totals				144.40	150,116.50

MATTER: 21372.018 – FEE AND EMPLOYMENT APPLICATION (RETENTION APPLICATIONS)

<u>Timekeeper</u>	<u>ID</u>	<u>Work Date</u>	<u>Time Description</u>	<u>Bill Hours</u>	<u>Bill Amount</u>
VanLare, Jane	57997529	10/26/2021	Reviewed draft Prime Clerk retention application (.3); reviewed memo regarding chapter 11 related billing practices (.3).	0.60	864.00
VanLare, Jane	58031630	10/27/2021	Call with J. A. Alvarez (DD3), S. Bremer, and H. Kim regarding retention application and fee application.	0.40	576.00
Kim, Hoo Ri	57979939	10/27/2021	Call with J. A. Alvarez (DD3), S. Bremer, and J. VanLare re retention application and fee application.	0.40	356.00
Kim, Hoo Ri	57982033	10/27/2021	Revising DD3 retention application (1.5), revising Ritch Mueller retention application (1.6).	3.10	2,759.00
Ross, Skyler	57980827	10/27/2021	Drafted retention application for Cleary Gottlieb Steen & Hamilton LLP.	0.70	416.50
Ross, Skyler	57981378	10/27/2021	Drafted retention application for Creel, Garcia-Cuellar, Alza y Enriquez, S.C. as special Mexican counsel.	0.20	119.00
Bremer, Sabrina	57981296	10/27/2021	Call with J. A. Alvarez (DD3), J. VanLare and H. Kim regarding retention application and fee application (.4).	0.40	238.00
Bremer, Sabrina	57981324	10/27/2021	Revise Prime Clerk Retention Application.	0.80	476.00
Bremer, Sabrina	57984284	10/28/2021	Prepare list of questions to send DD3 regarding outstanding information for DD3 retention application.	1.00	595.00
Bremer, Sabrina	57987845	10/28/2021	Draft list of questions for Ritch Mueller regarding outstanding information needed for Ritch Mueller retention application.	1.00	595.00
Bremer, Sabrina	57989258	10/28/2021	Draft transmittal email to DD3 regarding updated Potential Parties in Interest list for H. Kim review.	0.30	178.50
Bremer, Sabrina	57985223	10/28/2021	Revise DD3 retention application.	2.30	1,368.50
Bremer, Sabrina	57990346	10/28/2021	Draft email to H. Kim describing revisions to DD3 retention application.	0.20	119.00
Bremer, Sabrina	57990466	10/28/2021	Revise Ritch Mueller retention application.	0.80	476.00
Ross, Skyler	57988101	10/28/2021	Created list of information outstanding from Creel needed to file retention application.	0.50	297.50
Ross, Skyler	57988306	10/28/2021	Drafted Ordinary Course Professionals Motion.	1.20	714.00
Ross, Skyler	57990163	10/28/2021	Prepared questionnaire in conjunction with retention application.	0.50	297.50
Kim, Hoo Ri	57985698	10/28/2021	Drafting DD3 retention application (1); Reviewing outstanding information needed for retention application (1); reviewing precedent (1); correspondence with S. Bremer re: DD3 retention application (.7).	3.70	3,293.00
Kim, Hoo Ri	57987263	10/28/2021	Prepare Ritch Mueller retention application (2); reviewing precedent for same (1.5); reviewing outstanding information needed from Ritch Mueller for application (.5); correspondence with S. Bremer re: same (1.2).	5.20	4,628.00
VanLare, Jane	58031907	10/28/2021	Reviewed draft Cleary retention application.	0.70	1,008.00
VanLare, Jane	58031546	10/29/2021	Reviewed draft Creel retention application (.6); call with H. Kim regarding Ritch Mueller application (.1); reviewed draft Ritch Mueller application (.4); call with M. Weinberg regarding retention applications (.3); reviewed draft Cleary	1.90	2,736.00

			retention application (.3); call with M. Weinberg regarding Cleary retention application (.1); reviewed draft ordinary course professionals motion (.1).		
Kim, Hoo Ri	57995464	10/29/2021	Revising DD3 retention application with attention to additional information provided by DD3 (1); reviewing details of DD3 engagement letter (.5); reviewing precedents (.5); correspondence with J. VanLare and S. Bremer re: same (.5).	2.50	2,225.00
Kim, Hoo Ri	57995862	10/29/2021	Call with J. VanLare regarding Ritch retention application.	0.10	89.00
Ross, Skyler	57993453	10/29/2021	Drafted Cleary Gottlieb's retention application (1.5); corresponded with M. Weinberg and J. VanLare regarding Cleary Gottlieb's retention application (.8).	2.30	1,368.50
Ross, Skyler	57996123	10/29/2021	Researched precedent retention applications.	1.20	714.00
Ross, Skyler	57996981	10/29/2021	Drafted motion to employ professionals in the ordinary course of business (.6); drafted correspondence with client regarding procedures for retaining ordinary course professionals (.2).	0.80	476.00
Ross, Skyler	57997243	10/29/2021	Revised retention application for Creel (.8); corresponded with M. Weinberg and T. Heather (Creel) regarding Creel's retention application (.5).	1.30	773.50
Weinberg, Michael	57991310	10/29/2021	Reviewed issues related to draft CGSH retention application (3.0); revised draft employment application for Creel (2.0); correspondence with T. Heather (Creel) regarding same (0.3); reviewed Prime Clerk comments to Prime Clerk 327 application (0.5); correspondence with J. VanLare regarding same (0.2); correspondence with S. Bremer regarding same (0.2); correspondence with J. Wishnew (Shearman) regarding draft retention applications (0.2).	6.40	5,696.00
Kim, Hoo Ri	57996307	10/29/2021	Reviewing OCP motion.	1.30	1,157.00
Kim, Hoo Ri	57996885	10/29/2021	Revising Ritch retention application.	0.70	623.00
Weinberg, Michael	58418392	10/29/2021	Call with J. VanLare regarding retention applications.	0.30	267.00
Bremer, Sabrina	57993158	10/29/2021	Revise DD3 retention application.	1.30	773.50
Bremer, Sabrina	57994412	10/29/2021	Performed legal research relating to retention applications.	1.40	833.00
Bremer, Sabrina	57995206	10/29/2021	Revise DD3 retention application with DD3 responses to outstanding information needed for retention application.	1.60	952.00
Bremer, Sabrina	57995433	10/29/2021	Incorporate Prime Clerk changes to Prime Clerk 327 retention application.	0.10	59.50
Cruz Echeverria, Oriana	58005994	10/29/2021	Edit DD3 engagement letter translation per H. Kim.	1.10	357.50
Bremer, Sabrina	57995519	10/29/2021	Draft email to US Trustee regarding Prime Clerk retention application.	0.10	59.50
Bremer, Sabrina	57996066	10/29/2021	Revise Potential Parties in Interest list.	0.10	59.50
Bremer, Sabrina	57996712	10/29/2021	Draft email to DD3 regarding additional information needed from DD3 for the retention application.	0.50	297.50
Bremer, Sabrina	57998148	10/29/2021	Research precedent retention applications.	0.90	535.50
Weinberg, Michael	57999144	10/30/2021	Revised draft Creel retention application (3.1); correspondence with T. Heather (Creel) regarding same (0.2).	3.30	2,937.00

Weinberg, Michael	57999190	10/30/2021	Reviewed UST comments on draft CGSH retention application.	1.30	1,157.00
Ross, Skyler	57999275	10/30/2021	Examined precedents for bankruptcy counsel retention applications.	1.30	773.50
VanLare, Jane	58038807	10/30/2021	Correspondence with M. Weinberg regarding retention.	0.20	288.00
VanLare, Jane	58038813	10/31/2021	Reviewing Ritch (.2) and DD3 (.1) retention applications.	0.30	432.00
Ross, Skyler	58000453	10/31/2021	Revised Cleary Gottlieb's retention application.	1.20	714.00
Weinberg, Michael	58000464	10/31/2021	Revised draft Creel retention application.	0.80	712.00
Weinberg, Michael	58000585	10/31/2021	Reviewed issues related to UST comments to Cleary retention application.	0.80	712.00
Kim, Hoo Ri	58000595	10/31/2021	Revising OCP motion.	0.80	712.00
Kim, Hoo Ri	58000680	10/31/2021	Revising DD3 retention application with attention to information from DD3 (1.5); correspondence with DD3 team re: retention application (.6); reviewing engagement letters (.5); correspondence with J. VanLare re: same (.5); further revising retention application with attention to conflict check process and parties in interest (1.5).	4.60	4,094.00
Kim, Hoo Ri	58005559	11/1/2021	Revising DD3 (1.7) retention application and Ritch Mueller retention application (1.7).	3.40	3,026.00
Weinberg, Michael	58418397	11/1/2021	Call with J. VanLare regarding retention applications.	0.20	178.00
Weinberg, Michael	58005551	11/1/2021	Revised draft Prime Clerk 327 application.	0.40	356.00
Weinberg, Michael	58005713	11/1/2021	Reviewed issues related to CGSH retention application (2.0); reviewed issues related to Creel retention application (1.6).	3.60	3,204.00
Ross, Skyler	58008270	11/1/2021	Conducted legal research related to retention applications.	0.50	297.50
Ross, Skyler	58009044	11/1/2021	Prepare Creel retention application for filing (.7); prepare Cleary retention application for filing (.7).	1.40	833.00
Kim, Hoo Ri	58010668	11/1/2021	Reviewing notice of filing creditor matrix.	0.40	356.00
Kim, Hoo Ri	58011405	11/1/2021	Call with J. Barrera (Posadas) regarding DD3 retention application.	0.20	178.00
Ferro, Julia	58035212	11/1/2021	File Application to Employ Creel, Garcia-Cuellar, Alza y Enriquez as Special Mexican Restructuring Counsel (.3), confer w/ S. Cheung and S. Ross regarding same (.2).	0.50	107.50
VanLare, Jane	58038895	11/1/2021	Call with H. Kim regarding retentions (.1); reviewed draft ordinary course option (.2); reviewed draft Creel retention application (.3); reviewed draft DD3 retention application (.8); call with H. Kim regarding same (.2).	1.60	2,304.00
VanLare, Jane	58038923	11/1/2021	Reviewed Cleary retention application (.5); reviewed Ritch application (.4); call with M. Weinberg regarding retention applications (.2).	1.10	1,584.00
Bremer, Sabrina	58005078	11/1/2021	Performed legal research relating to retention applications.	2.30	1,368.50
Bremer, Sabrina	58006303	11/1/2021	Coordinate paralegal translation of DD3 extension letter.	0.10	59.50
Bremer, Sabrina	58008163	11/1/2021	Prepare Prime Clerk retention application for filing.	0.10	59.50
Bremer, Sabrina	58010000	11/1/2021	Draft email to H. Kim summarizing legal research related to retention applications.	0.40	238.00

Bremer, Sabrina	58010690	11/1/2021	Prepare Ordinary Course Professionals retention motion for filing.	0.20	119.00
Kim, Hoo Ri	58009271	11/1/2021	Call with J. VanLare regarding retention applications.	0.10	89.00
Cruz Echeverria, Oriana	58010883	11/1/2021	Translate DD3 extension to the DD3 engagement letter per S. Bremer.	0.50	162.50
Cruz Echeverria, Oriana	58010888	11/1/2021	Make edits to the DD3 Engagement Letter to prepare for filing.	0.30	97.50
Kim, Hoo Ri	58015077	11/2/2021	Drafting email regarding DD3 fee arrangement.	0.70	623.00
Kim, Hoo Ri	58019373	11/2/2021	Revising DD3 application.	0.20	178.00
Kim, Hoo Ri	58025520	11/3/2021	Revising DD3 retention application.	0.70	623.00
Kim, Hoo Ri	58026615	11/3/2021	Review S. Bremer revisions to Ritch Mueller retention application.	1.80	1,602.00
VanLare, Jane	58039310	11/3/2021	Reviewed draft DD3 application (.2); reviewed draft Ritch Mueller application (.1).	0.30	432.00
Bremer, Sabrina	58028175	11/3/2021	Revise DD3 retention motion.	0.30	178.50
Bremer, Sabrina	58027634	11/3/2021	Revise Ritch Mueller retention application.	1.20	714.00
Bremer, Sabrina	58032985	11/4/2021	Revise Ritch Mueller retention application with J. VanLare comments and edits.	1.10	654.50
VanLare, Jane	58039663	11/4/2021	Reviewed Ritch Mueller application (1); email to H. Kim regarding same (.2); reviewed email from US Trustee regarding DD3 retention (.1).	1.30	1,872.00
Kim, Hoo Ri	58032517	11/4/2021	Revising DD3 retention application.	0.20	178.00
Kim, Hoo Ri	58032672	11/4/2021	Reviewing J. VanLare comments to Ritch Mueller retention application (.6); correspondence with S. Bremer re: same (.5); reviewing edits to Ritch Mueller retention application from S. Bremer (.5); reviewing questions from G. Torres (Ritch) (.5); correspondence with J. VanLare re: same (.5); revising Ritch application (1).	3.60	3,204.00
Kim, Hoo Ri	58040150	11/5/2021	Revising Ritch retention application per J. VanLare comments (1.0); further revising Ritch retention application per information from Ritch (1.0); reviewing comments from S. Bremer (1.0); correspondence with J. VanLare and S. Bremer re: same (.7); correspondence with Ritch team re: same (.5).	4.20	3,738.00
VanLare, Jane	58050872	11/5/2021	Reviewed revisions to the Ritch Mueller application.	0.50	720.00
Bremer, Sabrina	58040866	11/5/2021	Revise Ritch Mueller retention application with attention to J. VanLare comments and additional information provided by G. Escoto (Ritch Mueller).	1.80	1,071.00
Cruz Echeverria, Oriana	58054179	11/5/2021	Translate DD3 extension to the DD3 engagement letter per S. Bremer.	0.80	260.00
Bremer, Sabrina	58050097	11/8/2021	Performed legal research related to retention applications.	0.90	535.50
Bremer, Sabrina	58051716	11/8/2021	Revise DD3 retention application in response to U.S Trustee comments.	1.70	1,011.50
Bremer, Sabrina	58054648	11/8/2021	Correspond with J. A. Alvarez (DD3) regarding DD3's retention application.	0.10	59.50
Bremer, Sabrina	58056636	11/8/2021	Revise DD3 retention application.	0.90	535.50
VanLare, Jane	58080321	11/8/2021	Reviewed draft DD3 retention application.	0.20	288.00
Kim, Hoo Ri	58049767	11/8/2021	Reviewing responses from DD3 to US Trustee comments to retention application (1.0); Reviewing US Trustee comments to DD3	5.00	4,450.00

			retention application (.5) and correspondence with S. Bremer re: same (.5); Correspondence with S. Arbeit (US Trustee's Office) re: comments (.5); Reviewing ownership structure of DD3 (.5) and correspondence with US Trustee (.2) and DD3 (.3) re: same; Revising DD3 retention application with attention to US Trustee comments (1.5).		
Kim, Hoo Ri	58055056	11/8/2021	Revising Ritch retention application.	0.20	178.00
Kim, Hoo Ri	58059584	11/9/2021	Revising R. Mueller retention application (1.0); correspondence with G. Torres (Ritch), J. Barrera (Posadas) re: same (.5).	1.50	1,335.00
VanLare, Jane	58080723	11/9/2021	Reviewed revisions to DD3 and Ritch applications.	0.30	432.00
Kim, Hoo Ri	58062234	11/9/2021	Revising DD3 retention application.	0.90	801.00
Bremer, Sabrina	58059095	11/9/2021	Revise Ritch Mueller retention application.	0.40	238.00
Bremer, Sabrina	58061139	11/9/2021	Review DD3's revisions to DD3 retention application.	0.20	119.00
Bremer, Sabrina	58061256	11/9/2021	Correspond with J. A. Alvarez (DD3) re DD3 retention application.	0.10	59.50
Bremer, Sabrina	58061711	11/9/2021	Revise DD3 retention application.	0.40	238.00
Bremer, Sabrina	58067637	11/10/2021	Revise Ritch Mueller retention application with attention to comments from the U.S. Trustee.	0.70	416.50
Bremer, Sabrina	58067469	11/10/2021	Draft email to J. A. Alvarez (DD3) regarding DD3 retention.	0.20	119.00
Bremer, Sabrina	58068789	11/10/2021	Revise DD3 retention application with attention to U.S. Trustee comments.	0.20	119.00
Bremer, Sabrina	58068984	11/10/2021	Correspond with J. A. Alvarez (DD3) regarding DD3 retention application.	0.10	59.50
Bremer, Sabrina	58070501	11/10/2021	Revise Ritch Mueller retention application.	1.30	773.50
Kim, Hoo Ri	58067499	11/10/2021	Revising Ritch Mueller retention application.	0.70	623.00
Kim, Hoo Ri	58067634	11/10/2021	Revising DD3 retention application.	1.30	1,157.00
Kim, Hoo Ri	58074257	11/11/2021	Revise Ritch Mueller application with attention to US Trustee comments (2.5); correspondence with S. Bremer re: same (1.2); revising draft email to Ritch re: application (.5).	4.20	3,738.00
Bremer, Sabrina	58075569	11/11/2021	Draft email to Ritch Mueller regarding retention application.	0.40	238.00
Bremer, Sabrina	58077150	11/11/2021	Review H. Kim edits to Ritch Mueller retention application.	0.60	357.00
Bremer, Sabrina	58079592	11/12/2021	Prepare DD3 retention application for filing.	0.20	119.00
Bremer, Sabrina	58079675	11/12/2021	Review J. VanLare edits to Ritch Mueller retention application.	0.10	59.50
Bremer, Sabrina	58080953	11/12/2021	Revise Ritch Mueller retention application with attention to J. VanLare comments.	0.60	357.00
Kim, Hoo Ri	58080590	11/12/2021	Revising Ritch Mueller retention application attention to J. VanLare comments (1.5); correspondence with J. VanLare and S. Bremer re: same (.7).	2.20	1,958.00
Kim, Hoo Ri	58081083	11/12/2021	Reviewing DD3 retention application (.7); correspondence with S. Bremer re: same (.5).	1.20	1,068.00
VanLare, Jane	58110760	11/12/2021	Reviewed Ritch Mueller application.	0.10	144.00
Kim, Hoo Ri	58096085	11/15/2021	Reviewing DD3 retention application.	0.50	445.00
Kim, Hoo Ri	58096485	11/15/2021	Revising Ritch Mueller retention application.	0.50	445.00
Bremer, Sabrina	58094929	11/15/2021	Prepare DD3 retention application for filing.	0.10	59.50

Bremer, Sabrina	58094956	11/15/2021	Draft notice of presentment for DD3 retention application.	1.20	714.00
Bremer, Sabrina	58096731	11/15/2021	Revise Ritch Mueller retention application.	1.80	1,071.00
Bremer, Sabrina	58100850	11/16/2021	Draft notice of presentment for Ritch Mueller retention application.	0.50	297.50
Bremer, Sabrina	58102567	11/16/2021	Prepare revised DD3 retention application for filing.	0.20	119.00
Bremer, Sabrina	58102627	11/16/2021	Revise DD3 retention application with attention to H. Kim comments.	0.90	535.50
Cyr, Brendan J.	58189439	11/16/2021	Coordinate filing and service of retention application for DD3 (.1).	0.10	100.50
Kim, Hoo Ri	58101191	11/16/2021	Revising Ritch Mueller retention application per comments from Ritch Mueller (1.0); correspondence with J. VanLare and S. Bremer re: same (.5).	1.50	1,335.00
Kim, Hoo Ri	58102588	11/16/2021	Reviewing DD3 retention application for filing (.8); reviewing notice of presentment (.5).	1.30	1,157.00
VanLare, Jane	58111702	11/16/2021	Reviewed filing version of DD3 retention application (.1); reviewed revisions to Ritch Mueller applications (.2).	0.30	432.00
Libberton, Samuel D.	58150863	11/16/2021	File application to employ DD3 Capital Partners.	0.30	64.50
VanLare, Jane	58114932	11/17/2021	Reviewed final draft of the Ritch retention application.	0.10	144.00
Cyr, Brendan J.	58186266	11/17/2021	Coordinate filing and service of Ritch Mueller retention order (.1).	0.10	100.50
Kim, Hoo Ri	58109930	11/17/2021	Revising Ritch retention application for filing (.7); reviewing notice of presentment (.5).	1.20	1,068.00
Bremer, Sabrina	58109336	11/17/2021	Revise notice of presentment for Ritch Mueller retention application.	0.20	119.00
Bremer, Sabrina	58109174	11/17/2021	Review Ritch Mueller retention application.	0.60	357.00
Bremer, Sabrina	58192880	12/1/2021	Draft email to Judge S. Lane's chambers regarding presentment of retention applications for DD3 and Ritch Mueller.	0.60	357.00
Kim, Hoo Ri	58194132	12/1/2021	Reviewing presentment materials for DD3 and Ritch retention applications.	0.90	801.00
VanLare, Jane	58197770	12/1/2021	Reviewed submission of draft Ritch Mueller & DD3 retention orders.	0.10	144.00
VanLare, Jane	58210447	12/2/2021	Reviewed draft correspondence to Chambers regarding retention orders.	0.10	144.00
Kim, Hoo Ri	58196189	12/2/2021	Correspondence with Judge Lane's chambers re: presentment materials for DD3 and Ritch retention applications (.7) and correspondence with US Trustee's office re: same (.7); revising presentment materials with UST signature (.7).	2.10	1,869.00
Kim, Hoo Ri	58217547	12/6/2021	Reviewing question from DD3 re: professional fees	0.10	89.00
Kim, Hoo Ri	58418476	12/8/2021	Reviewing revised proposed order granting DD3's retention application for submission to chambers.	0.50	445.00
Kim, Hoo Ri	58418478	12/8/2021	Reviewing revised proposed order granting Ritch retention application.	0.50	445.00
VanLare, Jane	58238803	12/8/2021	Reviewed retention orders.	0.20	288.00
VanLare, Jane	58267025	12/13/2021	Correspondence with H. Kim regarding fee applications.	0.20	288.00
Kim, Hoo Ri	58255680	12/13/2021	Reviewing US Trustee fee application guidelines (1.0); Correspondence with J. VanLare regarding fee applications and relevant deadlines (.5);	1.90	1,691.00

			correspondence with DD3 (.2) and Ritch (.2) re: same.		
Weinberg, Michael	58270151	12/14/2021	Reviewed issues related to Cleary fee application.	1.00	890.00
Kim, Hoo Ri	58273790	12/15/2021	Follow up regarding fee applications	0.40	356.00
Matter Totals				147.40	120,581.50

MATTER 21372.019 - LITIGATION

<u>Timekeeper</u>	<u>ID</u>	<u>Work Date</u>	<u>Time Description</u>	<u>Bill Hours</u>	<u>Bill Amount</u>
Ross, Skyler	58054218	11/8/2021	Performed legal research related to UST objection to RSA assumption motion.	1.70	1,011.50
Ross, Skyler	58056986	11/8/2021	Conducted additional legal research related to UST objection to RSA assumption motion.	0.30	178.50
Ross, Skyler	58058590	11/9/2021	Further research related to the U.S. Trustee objection to the RSA assumption motion.	0.40	238.00
Ross, Skyler	58063956	11/9/2021	Conference with J. VanLare, M. Weinberg, J. Moss (Shearman), M. Shapiro (Shearman), J. Mezei (Shearman), and J. Wishnew (Shearman) regarding the UST objection to the RSA Assumption Motion.	0.20	119.00
Ross, Skyler	58064082	11/9/2021	Reviewed issues related to the UST objection to the RSA assumption motion.	0.30	178.50
VanLare, Jane	58080705	11/9/2021	Conference with M. Weinberg, S. Ross, J. Moss (Shearman), M. Shapiro (Shearman), J. Mezei (Shearman), and J. Wishnew (Shearman) regarding the UST objection to the RSA Assumption Motion (.2); reviewed background materials for RSA motion (.5).	0.70	1,008.00
Weinberg, Michael	58063969	11/9/2021	Conference with J. VanLare, M. Weinberg, S. Ross, J. Moss (Shearman), M. Shapiro (Shearman), J. Mezei (Shearman), and J. Wishnew (Shearman) regarding the UST objection to the RSA Assumption Motion.	0.20	178.00
Weinberg, Michael	58066852	11/10/2021	Reviewed issues related to UST objection to RSA assumption motion.	3.30	2,937.00
Weinberg, Michael	58068510	11/10/2021	Call with S. Ross regarding reply to UST's objection to RSA Assumption Motion.	0.20	178.00
VanLare, Jane	58418559	11/10/2021	Call with M. Weinberg, H. Kim, S. Ross, S. Bremer, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding retention applications and UST's objection to RSA assumption.	0.40	576.00
Kim, Hoo Ri	58069725	11/10/2021	Call with J. VanLare, M. Weinberg, S. Ross, S. Bremer, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding retention applications and UST's objection to RSA assumption (.4).	0.40	356.00
Weinberg, Michael	58069674	11/10/2021	Call with J. VanLare, H. Kim, S. Ross, S. Bremer, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding retention applications and UST's objection to RSA assumption.	0.40	356.00
Bremer, Sabrina	58069973	11/10/2021	Call with J. VanLare, M. Weinberg, H. Kim, S. Ross, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding retention applications and UST's objection to RSA assumption.	0.40	238.00
Ross, Skyler	58067336	11/10/2021	Researched case law related to the UST objection to the RSA Assumption Motion.	0.20	119.00
Ross, Skyler	58067956	11/10/2021	Drafted reply to UST Objection to the RSA Assumption Motion.	5.90	3,510.50
Ross, Skyler	58068402	11/10/2021	Call with M. Weinberg regarding reply to UST's objection to RSA Assumption Motion.	0.20	119.00
Ross, Skyler	58069671	11/10/2021	Call with J. VanLare, M. Weinberg, H. Kim, S. Bremer, S. Arbeit (UST), A. Wells (UST), and T. Tiantian (UST) regarding retention applications and UST's objection to RSA assumption.	0.40	238.00
Ross, Skyler	58072123	11/11/2021	Drafted reply to UST's objection to the RSA Assumption Motion.	4.80	2,856.00

Ross, Skyler	58075381	11/11/2021	Researched caselaw for reply to UST's objection to motion to assume the RSA.	1.60	952.00
Ross, Skyler	58077309	11/11/2021	Call with M. Weinberg regarding UST's objection to the RSA Assumption Motion.	0.30	178.50
Ross, Skyler	58077556	11/11/2021	Legal research related to the UST objection to the RSA assumption motion.	0.20	119.00
Weinberg, Michael	58073888	11/11/2021	Reviewed case law related to the UST objection to the RSA assumption motion (2.5); researched cases related to the RSA assumption motion (1.0); revised draft reply to UST objection to RSA assumption motion (4.5); correspondence with J. VanLare and S. Ross re same (0.2)	8.50	7,565.00
Weinberg, Michael	58418564	11/11/2021	Call with S. Ross regarding UST's objection to the RSA Assumption Motion.	0.30	267.00
Cruz Echeverria, Oriana	58094967	11/12/2021	Proof and cite check Reply to UST Objection.	1.90	617.50
Weinberg, Michael	58078397	11/12/2021	Reviewed comments on draft reply in support of RSA assumption motion from J. VanLare (0.5); prepared draft reply for filing (2.0); correspondence with J. VanLare and S. Ross re same (0.5).	3.00	2,670.00
Ross, Skyler	58079702	11/12/2021	Revised reply to UST's objection to the RSA Assumption Motion.	2.50	1,487.50
Ross, Skyler	58081938	11/12/2021	Further revised reply to UST's Objection to RSA Assumption Motion.	1.00	595.00
Ross, Skyler	58083370	11/12/2021	Reviewed joinder to reply to UST's objection to the RSA Assumption Motion.	0.10	59.50
Ross, Skyler	58086732	11/14/2021	Legal research related to the UST objection to the RSA assumption motion in preparation for Second Day Hearing.	5.60	3,332.00
Weinberg, Michael	58086265	11/14/2021	Prepared talking points for contested hearing on RSA assumption motion.	5.70	5,073.00
Ross, Skyler	58089788	11/15/2021	Prepared for contested hearing on RSA assumption motion.	1.00	595.00
Ross, Skyler	58201439	12/2/2021	Call with H. Kim regarding objection to Plan.	0.20	119.00
Ross, Skyler	58201436	12/2/2021	Researched for reply to Plan objection.	1.10	654.50
Kim, Hoo Ri	58418583	12/2/2021	Call with S. Ross regarding objection to Plan.	0.20	178.00
Ross, Skyler	58201590	12/3/2021	Researched support for reply to objection to Plan.	3.50	2,082.50
Matter Totals				57.10	40,940.00

EXHIBIT H

Detailed Description of Expenses and Disbursements

Copies

11/17/21	NY DUPLICATING XEROX	\$16.20
11/17/21	NY DUPLICATING XEROX	\$66.30
11/18/21	NY DUPLICATING XEROX	\$12.40
11/18/21	NY DUPLICATING XEROX	\$12.40
11/18/21	NY DUPLICATING XEROX	\$31.00
11/18/21	NY DUPLICATING XEROX	\$1.80
11/18/21	NY DUPLICATING XEROX	\$40.95
11/18/21	NY DUPLICATING XEROX	\$40.30
11/18/21	NY DUPLICATING XEROX	\$100.75
11/23/21	NY DUPLICATING XEROX	\$8.20
11/23/21	NY DUPLICATING XEROX	\$12.00
11/23/21	NY DUPLICATING XEROX	\$38.35
12/01/21	NY DUPLICATING XEROX	\$11.05
		\$391.70

Lexis – Online Research

11/01/21	Computer Research - Lexis	\$107.79
11/01/21	Computer Research - Lexis	\$620.59
11/11/21	Computer Research - Lexis	\$215.57
11/12/21	Computer Research - Lexis	\$103.43
11/14/21	Computer Research - Lexis	\$2,482.35
		\$3,529.73

Westlaw – Online Research

11/01/21	Computer Research - Westlaw	\$126.89
11/14/21	Computer Research - Westlaw	\$408.61

11/14/21	Computer Research - Westlaw	\$1,716.74
12/02/21	Computer Research - Westlaw	\$84.27
12/02/21	Computer Research - Westlaw	\$84.27
12/02/21	Computer Research - Westlaw	\$84.27
12/02/21	Computer Research - Westlaw	\$337.08
		\$2,842.13

Delivery Services/Couriers

10/26/21	VENDOR: Inta-Boro Acres, Inc. INVOICE#: INT_4002 DATE: 11/1/2021	\$127.75
12/7/21	VENDOR: Inta-Boro Acres, Inc. INVOICE#: INT_4002 DATE: 11/1/2021	\$112.45
		\$240.20

Filing Fees

10/26/21	VENDOR: American Express Charge Cards INVOICE#: 4817652011030416 DATE: 11/3/2021 USBC/SDNY filing fee;010048176520	\$3476.00
		\$3,476.00

Late Work Meals

10/25/21	Late Work Meals – S. Ross	\$20.00
10/29/21	Late Work Meals – H. Kim	\$20.00
11/04/21	Late Work Meals - H. Kim	\$20.00
11/05/21	Late Work Meals - H. Kim	\$20.00
12/01/21	Late Work Meals - H. Kim	\$20.00
		\$100.00

Litigation Support Vendors

10/28/21	VENDOR: Williams Lea, Inc. INVOICE#:	\$25.00
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US004-120000667D DATE: 11/1/2021 Job Ticket
 0000582518 requested by Sabrina Bremer
 Document Processing 0.50 hours worked

\$25.00

Transcripts

11/3/21	VENDOR: Reliable Wilmington INVOICE#: WL102289 DATE:11/3/2021 Transcript	\$58.80
11/17/21	VENDOR: Veritext New York Reporting Co INVOICE#: 5398063 DATE: 11/17/2021 Transcript	\$320.65
12/13/21	VENDOR: Veritext New York Reporting Co INVOICE#: 5451539 DATE: 12/13/2021 Transcription	\$266.20
		\$645.65